CITY of ALBUQUERQUE
TWENTY-THIRD COUNCIL

COUNCIL BILL NO. O-19-77 ENACTMENT NO. ____________

SPONSORED BY: Patrick Davis, by request

ORDINANCE

AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF ALBUQUERQUE, NEW MEXICO TAX REFUNDING AND IMPROVEMENT REVENUE BONDS IN TWO SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $47,000,000: (I) GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2019A IN THE MAXIMUM PRINCIPAL AMOUNT OF $37,000,000, AND (II) GROSS RECEIPTS TAX REFUNDING REVENUE BONDS, SERIES 2019B IN THE MAXIMUM PRINCIPAL AMOUNT OF $10,000,000 FOR THE PURPOSE OF (A) FINANCING THE COST OF REFUNDING THE CITY'S OUTSTANDING GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING REVENUE BONDS, SERIES 2009A AND THE CITY'S OUTSTANDING GROSS RECEIPTS TAX REFUNDING REVENUE BOND, SERIES 2009B, AND (B) STUDYING, DESIGNING, DEVELOPING, CONSTRUCTING, RECONSTRUCTING, REHABILITATING, RENOVATING, MODERNIZING, SIGNING, ENHANCING AND OTHERWISE IMPROVING THE CITY'S CONVENTION CENTER AND OTHER TOURIST-RELATED FACILITIES; PROVIDING FOR (i) THE PAYMENT OF THE SERIES 2019A BONDS FROM CERTAIN GROSS RECEIPTS TAX REVENUES AND LODGERS' TAX REVENUES, AND (ii) THE PAYMENT OF THE SERIES 2019B BONDS FROM CERTAIN GROSS RECEIPTS TAX REVENUES; PROVIDING FOR THE COLLECTION OF CERTAIN LODGERS' TAXES AND CERTAIN GROSS RECEIPTS TAXES; APPROVING THE DELEGATION OF AUTHORITY TO MAKE CERTAIN DETERMINATIONS REGARDING THE SALE OF THE SERIES 2019 BONDS PURSUANT TO THE SUPPLEMENTAL PUBLIC SECURITIES ACT; PROVIDING FOR THE TERMS AND OTHER DETAILS CONCERNING THE SERIES 2019 BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO THE SERIES

2019 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN; REPEALING ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE; AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUE AND SALE OF THE SERIES 2019 BONDS.

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

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

WHEREAS, the City has Home Rule Powers; and

WHEREAS, the Series 2009A Bonds are secured by the State-Shared Gross Receipts Tax Revenues and the Pledged Lodgers' Tax Revenues; and

WHEREAS, the Series 2009B Bonds are secured by the State-Shared Gross Receipts Tax Revenues; and

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

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

WHEREAS, pursuant to Sections 7-1-6.1 NMSA 1978 and Section 7-1-6.46, the City receives monthly distributions from the New Mexico Taxation and Revenue Department in lieu of gross receipts tax revenue that the City would have received but for the deductions provided by Sections 7-9-92 and 7-9-93 NMSA 1978; and

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

Series	Amount Outstanding
Series 2004B Bonds	$25,965,000
Series 2009A Bonds	$9,465,000
Series 2009B Bonds	$16,100,000
Series 2011A Bonds	$12,085,000
Series 2011B Bonds	$7,565,000
Series 2013 Bonds	$36,935,000
Series 2014A Bonds	$36,440,000
Series 2015A Bonds	$37,505,000
Series 2015B Bonds	$7,770,000
Series 2015C Bonds	$2,080,000
Series 2016 Bonds	$23,550,000
Series 2016B Bonds	$8,430,000
Series 2016C Bonds	$17,160,000

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

WHEREAS, the City has previously sold and delivered Lodgers' Tax Obligations of which there remain Outstanding on the date of adoption of the Bond Ordinance the Series 2004B Bonds, the Series 2009A Bonds, the Series 20011A Bonds, the Series 2014A Bonds and the Series 2016 Bonds in the aggregate principal amounts set forth above; and

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

WHEREAS, the City desires to issue and sell the Series 2019 Bonds in an aggregate principal amount not to exceed $32,000,000 to (i) pay the cost and expenses of the Refunding Project and (ii) pay the costs and expenses of the Improvement Project (including reimbursing the City with all or a portion of the new money portion of the proceeds of the Series 2019A Bonds for the use of legally available moneys of the City previously expended to pay a portion of the costs of the Improvement Project); and

WHEREAS, the Series 2019A Bonds shall be secured by a first (but not an exclusive first) lien on the Pledged Lodgers' Tax Revenues, and a first (but not an exclusive first) lien on the State-Shared Gross Receipts Tax Revenues on a parity with the lien on State-Shared Gross Receipts Tax Revenues of the Senior Tax Obligations; and

WHEREAS, the Act provides that any law which authorizes the pledge of any or all of the Lodgers' Tax Revenues or State-Shared Gross Receipts Tax Revenues to the payment of any revenue bonds issued pursuant to the Act or which affects the Lodgers' Tax Revenues or the State-Shared Gross Receipts Tax Revenues, or any law supplemental thereto or otherwise appertaining thereto, shall not be repealed or amended or otherwise directly or indirectly modified in such a manner as to impair adversely any such outstanding revenue bonds, including the Series 2019 Bonds, unless such outstanding revenue bonds, including the Series 2019 Bonds, have been discharged in full or provision has been fully made therefor; and

WHEREAS, the City is authorized by the Act to issue and sell the Series 2019 Bonds to accomplish the Refunding Project and the Improvement Project; and

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

WHEREAS, a portion of the proceeds of the Series 2019 Bonds, together with other funds legally available for that purpose, will be sufficient to redeem the Refunded Bonds; and

WHEREAS, the Council has determined that it is in the best interest of the City and its residents that the Series 2019A Bonds be issued, in part, for the construction, acquisition and installation of the Improvement Project; and

WHEREAS, the Council determines that it is in the best interest of the City and its residents to sell the Series 2019 Bonds to the Investment Bankers at the Sale Price, and on the terms set forth in the Sale Certificate; and

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

(1) the form of Bond Purchase Agreement;

(2) the form of Continuing Disclosure Undertaking; and

(3) the form of Preliminary Official Statement.

WHEREAS, all required authorizations, consents or approvals of any State governmental body, agency or authority for the authorization, execution and delivery of the Series 2019 Bonds which are required to have been obtained by the date of the adoption of the Bond Ordinance have been obtained, and which will be required to be obtained prior to the Closing Date, will have been obtained by that Closing Date.

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

SECTION 1. DEFINITIONS AND RULES OF CONSTRUCTION.

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

ACT. Sections 3-31-1 to 3-31-12, 3-38-13 to 3-38-24 and 6-14-8 to 6-14-12 NMSA 1978, as amended, the City Charter, the Home Rule Powers and all enactments of the Council, including the Bond Ordinance, relating to the issuance of the Series 2019 Bonds.

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

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

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

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

BOND ORDINANCE. This ordinance, being City Twenty-Third Council Bill No. O-19-____, as amended or supplemented from time to time.

BOND PURCHASE AGREEMENT. The Bond Purchase Agreement among the City and the Investment Bankers relating to the sale of the Series 2019 Bonds to the Investment Bankers.

BOND REGISTER. The books maintained by the Registrar for the registration, transfer and exchange of the Series 2019 Bonds.

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

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

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

CLOSING DATE. The date of the original issue, sale and delivery to the Investment Bankers or their designee of the Series 2019 Bonds.

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

COMPLETION DATE. The date of completion of the construction, acquisition and installation of the Improvement Project or, as to that portion of the Improvement Project to be funded by the Series 2019A Bonds and as certified pursuant to Section 16.

CONTINUING DISCLOSURE UNDERTAKING. The undertaking of the City for the benefit of Owners and beneficial owners pursuant to which the City will agree that, while the Series 2019 Bonds are Outstanding, the City will annually provide certain financial information and operating data and will provide notice of certain material events in accordance with Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended.

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

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

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

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

CUSIP. A Committee on Uniform Securities Identification Procedures number used to identify financial instruments including municipal bonds.

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

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

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

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

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

(1) Government Obligations; and

(2) if permitted by law, obligations described in Section 103(a) of the Code, (a) provisions for the payment of the principal of, premium, if any, and interest on which (i) shall have been made by the irrevocable deposit with a bank or trust company acting as a trustee, escrow agent or holder of such obligations, securities described in clause (1) of this definition, the maturing principal of and interest on which, when due and payable, without further investment or reinvestment thereof, will provide sufficient money

to pay when due the principal of, premium, if any, and interest on such obligations, and (ii) which securities described in clause (1) of this definition are not available to satisfy any other claim, including any claim of such trustee or escrow agent or of any person claiming through such trustee or escrow agent or to whom such trustee or escrow agent may be obligated, including claims in the event of insolvency of such trustee or escrow agent or proceedings arising out of such insolvency or (b) rated in its highest rating category (without regard to any refinement or gradation thereof by numerical modifier or otherwise) by S&P, Moody's or Fitch.

DEPOSITORY. The following registered securities depository: The Depository Trust Company, 570 Washington Boulevard, Jersey City, New Jersey 07310, http://www.dtcc.com; or in accordance with then-current guidelines of the Securities and Exchange Commission, to such other addresses and/or such other securities depositories, or no such depositories, as an Authorized Officer may designate in a certificate of the City.

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

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

EVENT OF DEFAULT. Any of the events set forth in Section 28.

EXPENSES. The reasonable and necessary fees, costs and expenses incurred by the City in connection with the issuance of the Series 2019 Bonds and any transaction or event contemplated by the Series 2019 Bonds and the Bond Ordinance including, without limitation: (i) costs of advertising and publication of legislation relating to the Series 2019 Bonds; (ii) costs of printing certificates for the Series 2019 Bonds and any disclosure documents; (iii) legal fees and expenses; (iv) fees and expenses of any (a) fiscal service providers, (b) underwriter (including underwriter's discount), (c) financial advisor, (d) Independent Accountant, (e) escrow agent, and (f) Qualified Counterparty; (v) the initial premium payable to any Insurer with respect to the Series 2019 Bonds; (vi) disclosure matters pertaining or allocable to, the Series 2019 Bonds; and (vii) all reasonable and necessary fees and administrative costs of the City relating to the foregoing.

FISCAL AGENT. Collectively, the Paying Agent and Registrar.

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

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

GOVERNMENT OBLIGATIONS. Direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America or certificates or receipts established by the United States Government or its agencies or instrumentalities representing direct ownership of future interests or principal payments on direct obligations of, or obligations fully guaranteed by, the United States of America or any of its agencies or instrumentalities the obligations of which are backed by the full faith and credit of the United States, which obligations are held by a custodian in safekeeping on behalf of the holders of such receipts, and rated or assessed in its highest Rating Category by S&P, if then rating the Series 2019 Bonds, Moody's, if then rating the Series 2019 Bonds, and Fitch, if then rating the Series 2019 Bonds.

GROSS RECEIPTS TAX INCOME FUND. The "City of Albuquerque Gross Receipts Tax Income Fund" continued in Section 15 of the Bond Ordinance.

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

IMPROVEMENT PROJECT. Studying, designing, developing, constructing, reconstructing, rehabilitating, renovating, modernizing, signing, enhancing and otherwise improving the City's Convention Center or other tourist-related facilities.

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

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

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

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

INTEREST PAYMENT DATE. January 1 and July 1 of each year (or if such day is not a Business Day, then the next succeeding Business Day), commencing on the date specified in the Sale Certificate.

INVESTMENT BANKERS. Robert W. Baird & Co., Incorporated, or its successor.

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

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

LODGERS' TAX OBLIGATIONS. Outstanding bonds and other obligations of the City secured by Pledged Lodgers' Tax Revenues, which as of the date of adoption of this Bond Ordinance are the Series 2004B Bonds, the Series 2009A Bonds, the Series

2011A Bonds, the Series 2014A Bonds, the Series 2016 Bonds and obligations relating thereto, including obligations of the City to the provider of any Credit Facility relating to Lodgers' Tax Obligations.

LODGERS' TAX REVENUE FUND. The "City of Albuquerque Lodgers' Tax Revenue Fund" continued in Section 15.

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

MATURITY DATE. The date or dates on which the Series 2019 Bonds mature.

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

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

OFFICIAL STATEMENT. The final disclosure document relating to the sale of the Series 2019 Bonds (including the cover page and all summary statements, appendices and other materials included or incorporated by reference or attached thereto), as amended or supplemented.

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

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

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

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

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

OWNER. The registered owner of a Series 2019 Bond as shown, from time to time, on the registration books for the Series 2019 Bonds maintained by the relevant registrar for the City.

PARITY LODGERS' TAX OBLIGATIONS. The Series 2004B Bonds, the Series 2009A Bonds, the Series 2011A Bonds, the Series 2014A Bonds, the Series 2016 Bonds and any other Lodgers' Tax Obligations issued or incurred after the adoption of this Bond Ordinance payable from the Pledged Lodgers' Tax Revenues, with a first (but not an exclusive first) lien on the Pledged Lodgers' Tax Revenues on a parity with the lien on the Pledged Lodgers' Tax Revenues of the Series 2019A Bonds and prior to the lien on the Pledged Lodgers' Tax Revenues of Subordinate Lodgers' Tax Obligations.

PAYING AGENT. The City Treasurer or other agent for the City for the payment of the Series 2019 Bonds and any co-paying agent or successor paying agent which is a trust company, national or state banking association or financial institution appointed by resolution of the Council or by an Authorized Officer from time to time.

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

PERMITTED INVESTMENTS. Any investment legally permitted pursuant to Section 6-10-10 NMSA 1978, the City Charter and the City Investment Policy.

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

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

PLEDGED REVENUES. In the case of the Series 2019A Bonds, the Pledged Lodgers' Tax Revenues and the State-Shared Gross Receipts Tax Revenues, and in the case of the Series 2019B Bonds, the State-Shared Gross Receipts Tax Revenues.

PRELIMINARY OFFICIAL STATEMENT. The initial disclosure document relating to the sale of the Series 2019 Bonds (including the cover page and all summary statements, appendices and other materials included or incorporated by reference or attached thereto), as amended or supplemented.

PRINCIPAL PAYMENT DATE. July 1 of each year (or if such day is not a Business Day, then the next succeeding Business Day), commencing on the date specified in the Sale Certificate.

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

QUALIFIED EXCHANGE AGREEMENT. Any financial arrangement between the City and a Qualified Counterparty which satisfies the requirements of Section 6-18-8.1 NMSA 1978, as amended, at the time the agreement is entered into.

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

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

REDEMPTION DATE. On or about October 24, 2019 or such other subsequent date determined by the City on which the Refunded Bonds shall be redeemed.

REFUNDED BONDS. The Outstanding Series 2009 Bonds.

REFUNDED BONDS ORDINANCE. With respect to the Series 2009A Bonds and Series 2009B Bonds, City Bill No. F/S O-09-82, Enactment No. O-2009-018.

REFUNDING PROJECT. The redemption on the Redemption Date of the Series 2009A Bonds with proceeds of the Series 2019A Bonds and of the Series 2009B Bonds with proceeds of the Series 2019B Bonds and, to the extent necessary, other money of the City legally available for the purpose.

REGISTRAR. The Treasurer or other agent for the City for the transfer and exchange of the Series 2019 Bonds and any co-registrar or successor registrar which is a trust company, national or state banking association or financial institution appointed by resolution of the Council or by an Authorized Officer from time to time.

RELATED DOCUMENTS. The Bond Purchase Agreement, the Continuing Disclosure Undertaking, and any other documents relating to the Series 2019 Bonds identified and approved in the Bond Ordinance.

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

S&P. S&P Global Ratings, its successors and their assigns, and, if such corporation is dissolved or liquidated or no longer performs the functions of a securities rating agency, any other nationally recognized securities agency designated by the City.

SALE CERTIFICATE. One or more certificates executed by the Chief Financial Officer, Director of the Department of Finance and Administrative Services or the City Treasurer dated on or before the date of delivery of the Series 2019 Bonds, setting forth the following final terms of the Series 2019 Bonds: (i) the interest and principal payment dates; (ii) the principal amounts, denominations and maturity amortization; (iii) the sale prices; (iv) the interest rate or rates; (v) the interest payment periods; (vi) the redemption and tender provisions; (vii) the creation of any capitalized interest fund, including the size and funding of such fund(s); (viii) the amount of underwriting discount, if any; and (ix) the final terms of agreements, if any, with agents or service providers required for the purchase, sale, issuance and delivery of the Series 2019 Bonds, all subject to the parameters and conditions contained in this Bond Ordinance.

SENIOR TAX OBLIGATIONS. The Series 2004B Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the Series 2011A Bonds, the Series 2011B Bonds, the Series 2013 Bonds, the Series 2014A Bonds, the Series 2015A Bonds, the Series 2015B Bonds, the Series 2015C Bonds, the Series 2016 Bonds, the Series 2016B Bonds, the Series 2016C Bonds and any other Tax Obligations issued or incurred after the adoption of this Bond Ordinance payable from the State-Shared Gross Receipts Tax Revenues, with a lien on the State-Shared Gross Receipts Tax Revenues on a parity with the lien on the State-Shared Gross Receipts Tax Revenues of the Series 2019 Bonds.

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

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

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

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

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

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

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

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

SERIES 2014A BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2014A."

SERIES 2015A BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Improvement Revenue Bonds, Series 2015A."

SERIES 2015B BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Improvement Revenue Bonds, Taxable Series 2015B."

SERIES 2015C BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Improvement Revenue Bonds, Series 2015C."

SERIES 2016 BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Improvement Revenue Bonds, Taxable Series 2016."

SERIES 2016B BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Note (Beach, Bluewater and Manzano Vista Projects), Series 2016B."

SERIES 2016C BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Improvement Revenue Bonds, Series 2016C."

SERIES 2019 BONDS. The Series 2019A Bonds and the Series 2019B Bonds.

SERIES 2019A BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A."

SERIES 2019B BONDS. The "City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Bonds, Series 2019B."

SERIES 2019A ACQUISITION/CONSTRUCTION FUND. The "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A Acquisition/Construction Fund" created in Section 15.

SERIES 2019A DEBT SERVICE FUND. The "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A Debt Service Fund" created in Section 15.

SERIES 2019B DEBT SERVICE FUND. The "City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Bonds, Series 2019B Debt Service Fund" created in Section 15.

SPECIAL RECORD DATE. A date established for payment of overdue interest on Series 2019 Bonds by the Paying Agent pursuant to Section 5.(B).

STATE. The State of New Mexico.

STATE-SHARED GROSS RECEIPTS TAX REVENUES. The revenues from the State gross receipts tax derived pursuant to Section 7-9-4 NMSA 1978, imposed on persons engaging in business in the State, which revenues are remitted monthly by the Revenue Division of the Taxation and Revenue Department of the State to the City as authorized by Sections 7-1-6.1 and 7-1-6.4 NMSA 1978, and which remittances as of the date of adoption of this Bond Ordinance are equal to one and two hundred twenty-five thousandths percent (1.225%) of the taxable gross receipts reported to the City for the month for which such remittance is made; provided that if a greater amount of such gross receipts tax revenues are hereafter provided to be remitted to the City under applicable law, such additional amounts shall be included as revenues pledged pursuant to the Bond Ordinance; and provided further that the amount of revenues pledged pursuant to the Bond Ordinance shall never be less than the greater of: (i) 1.225% of the taxable gross receipts remitted to the City as set forth above, or (ii) the maximum amount at any time provided hereinafter to be remitted to the City under applicable law; and provided further, the City intends that Section 3-31-6(C) NMSA 1978 applies expressly to the amount of revenues pledged pursuant to the Bond Ordinance. State-Shared Gross Receipts Tax Revenues also includes (i) the portion of the gross receipts tax distribution to the City to be made pursuant to Section 7-1-6.46 NMSA 1978, which represents the amount of State-Shared Gross Receipts Tax Revenues set forth in the sentence above that would have been remitted to the City but for the deductions provided by Sections 7-9-92 and 7-9-93 NMSA 1978 and (ii) any similar distributions made to the City in lieu of State-Shared Gross Receipts Tax Revenues, but State-Shared Gross Receipts Tax Revenues do not include any similar distributions in lieu of any municipal local option gross receipts tax revenues.

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

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

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

SURPLUS FUND. The City of Albuquerque Surplus Lodgers' Tax Revenues Reserve Fund continued in Section 15 of the Bond Ordinance.

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

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

(a) as to investments the bid and asked prices of which are published on a regular basis in The Wall Street Journal (or, if not there, then in The New York Times): the average of the bid and asked prices for such investments so published on or most recently prior to such time of determination;

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

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

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

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

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

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

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

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

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

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

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

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

SECTION 2. RATIFICATION. All actions previously taken (not inconsistent with the provisions of the Bond Ordinance) by the Council and the officers of the City, directed toward (1) the Refunding Project and the Improvement Project and (2) the issuance and sale of the Series 2019 Bonds are ratified, approved and confirmed.

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

(A) The Pledged Revenues may lawfully be pledged to secure the Series 2019 Bonds to the extent and in the manner provided in the Bond Ordinance.

(B) The Series 2019 Bonds will be issued pursuant to the Act.

(C) The Series 2019 Bonds are Tax Obligations and are being issued, in part, for the purpose of reducing interest costs.

(D) It is economically feasible to accomplish the Refunding Project by the issuance of the Series 2019 Bonds.

(E) The issuance of the Series 2019A Bonds and the construction, acquisition and installation of the Improvement Project are in the interest of the public health, safety and welfare of the residents of the City.

(F) The exact principal amount of the Series 2019 Bonds, the interest rate and sale price of the Series 2019 Bonds will be established in the Sale Certificate, but in no event shall the net effective interest rate on the Bonds exceed twelve percent (12%) per annum as required by Section 6-14-3 NMSA 1978.

SECTION 4. AUTHORIZATIONS.

(A) AUTHORIZATION OF BONDS AND PROCEEDS OF BONDS. This Bond Ordinance has been adopted by the affirmative vote of at least three-quarters of the members of the Council. For the purpose of protecting the public health, conserving the property, protecting the general welfare and prosperity of the residents of the City, and achieving cost savings and restructuring debt, it is declared necessary that the City issue its negotiable, fully registered Series 2019 Bonds pursuant to the Act, as set forth in this Bond Ordinance. The Series 2019A Bonds are designated as the "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A," and the Series 2019B are designated as the "City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Bonds, Series 2019B," provided that changes may be made in those designations to better identify the Series 2019 Bonds. The issuance of the Series 2019A Bonds in an aggregate principal amount not to exceed $37,000,000 is authorized and approved, and the issuance of the Series 2019B Bonds in an aggregate principal amount not to exceed $10,000,000 is authorized and approved; provided that the Series 2019 Bonds shall not be issued prior to the date on which the State Department of Finance and Administration gives its written approval to the issuance of the Series 2019 Bonds. The negotiated sale of the Series 2019 Bonds to the Investment Bankers shall be approved in the Sale Certificate and Bond Purchase Agreement. The underwriter's discount on the Bonds shall not exceed [___%] of the aggregate principal amount of the Bonds. The final maturity of the Series 2019 Bonds shall be no later than July 1, 2040.

Proceeds of the Series 2019 Bonds may also be used to pay Expenses.

(B) REFUNDING PROJECT. The Refunding Project is authorized and approved. The Refunded Bonds shall be redeemed on or about the date of delivery of the Series 2019 Bonds at a redemption price of 100% of the principal amount thereof outstanding plus interest to the Redemption Date.

(C) IMPROVEMENT PROJECT. The Improvement Project is authorized and approved. The Improvement Project will include studying, designing, developing, constructing, reconstructing, rehabilitating, renovating, modernizing, signing, enhancing and otherwise improving the City's Convention Center or other tourist-related facilities.

In accordance with United States Treasury Regulation Section 1.150-2, the City presently intends and reasonable expects to reimburse itself with all or a portion of the new money portion of the proceeds of the Series 2019A Bonds for capital expenditures on the Improvement Project initially financed or to be financed with legally available funds of the City. All of the capital expenditures covered by this paragraph were or will be made on or after the date that is 60 days prior to the effective date of this Ordinance.

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

SECTION 5. SERIES 2019 BONDS.

(A) DETAILS. The Series 2019 Bonds shall be issued in an aggregate principal amount not to exceed $32,000,000, as the Series 2019A Bonds and the Series

2019B Bonds and shall be dated the date of delivery. The Series 2019 Bonds shall be issued as fully registered bonds and shall be numbered with such prefixes or other distinguishing designations as the Registrar may determine necessary or appropriate to distinguish one Series 2019 Bond from another. The Series 2019 Bonds shall be issued in Authorized Denominations and shall bear interest on the basis of a 360-day year and twelve 30-day months from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date until maturity at the rates set forth below, payable semiannually on January 1 and July 1 of each year in the years, amounts and interest rates as set forth in the Sale Certificate.

The net effective interest rate on the Series 2019 Bonds shall not exceed twelve percent (12%).

(B) PAYMENT OF SERIES 2019 BONDS; TRANSFERS TO PAYING AGENT. Payments on the Series 2019 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 2019 Bonds on a timely basis so that the Paying Agent may make payments of the principal of, premium, if any, and interest on Series 2019 Bonds, when due, to the Owners and comply with the requirements of any Insurer relating to payments of Series 2019 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 2019 Bonds when due.

The principal of and premium, if any, on the Series 2019 Bonds shall be payable to the Owners upon presentation and surrender of their Series 2019 Bonds at the principal office of the Paying Agent.

Interest on the Series 2019 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 2019 Bonds. In the case of any Owner of Series 2019 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 2019 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.

If and to the extent that the City fails to make payment or provision for payment of interest on any Series 2019 Bond on any Interest Payment Date, interest shall continue to accrue on that Series 2019 Bond but shall cease to be payable to the Owner of that Series 2019 Bond as of the applicable Record Date. When money becomes available for payment of the interest, (i) the Registrar shall establish a Special Record Date for the payment of that interest which shall be not more than 15 nor fewer than 10 days prior to the date of the proposed payment, and (ii) the Registrar shall give notice by first-class mail of the proposed payment and of the Special Record Date to each Owner not less than 10 days prior to the Special Record Date and, thereafter, the interest shall be payable to the Owners at the close of business on the Special Record Date.

While a Depository or its nominee is the owner of the Series 2019 Bonds, principal and interest payments on the Series 2019 Bonds shall be made to the Depository, or its nominee, as required by the Depository.

(C) BOOK-ENTRY. The Series 2019 Bonds shall initially be issued or registered in book-entry form, from time to time, with a Depository acting as securities depository for the Series 2019 Bonds with no physical distribution of bond certificates made to the public. A single certificate for each maturity date of each of the Series 2019 Bonds issued in book-entry form shall be delivered to such Depository and immobilized in its custody. The book-entry system shall evidence ownership of Series 2019 Bonds in Authorized Denominations, with transfer of ownership effected on the books of the Depository and its participants ("Participants"). As a condition to delivery of Series 2019 Bonds in book-entry form, the purchaser of the Series 2019 Bonds shall, immediately after acceptance of delivery thereof, deposit those Series 2019 Bonds certificates with such Depository, registered in the name of such Depository or its nominee. Principal, premium, if any, and interest will be paid to such Depository or its nominee as the registered Owner of those Series 2019 Bonds. The transfer of principal and interest payments to Participants shall be the responsibility of such Depository; the transfer of principal and interest payments to the beneficial owners of Series 2019 Bonds (the

"Beneficial Owners") shall be the responsibility of such Participants and other nominees of Beneficial Owners maintaining a relationship with Participants (the "Indirect Participants"). The City shall not be responsible or liable for maintaining, supervising or reviewing the records maintained by such Depository, Participants or Indirect Participants.

If (i) the Series 2019 Bonds are not eligible for the services of the institution which has been acting as the Depository for the Series 2019 Bonds, (ii) the institution that has been acting as the Depository determines to discontinue its services with respect to the Series 2019 Bonds or (iii) the City determines that a continuation of the system of book-entry transfers through the institution that has been acting as the Depository ceases to be beneficial to the City or the Beneficial Owners, the City shall either identify another Depository or certificates shall be delivered to Beneficial Owners or their nominees. In the event of the discontinuation of the book-entry system for the Series 2019 Bonds, the Beneficial Owners or their nominees, upon authentication of the Series 2019 Bonds and registration of the Series 2019 Bonds in the Beneficial Owners' or nominees' names, shall become the Owners for all purposes. The City shall mail an appropriate notice to the Depository for notification to Participants, Indirect Participants and Beneficial Owners of the substitute Depository or the issuance of bond certificates to Beneficial Owners or their nominees, as applicable.

Notwithstanding any other provision of the Bond Ordinance to the contrary, as long as all Series 2019 Bonds are registered in the name of a Depository or its nominee, all payments with respect to principal of, redemption premium, if any, and interest on those Series 2019 Bonds, and all notices with respect to those Series 2019 Bonds, shall be made and given by the Paying Agent or the City to the Depository, by the Depository to its Participants or Indirect Participants and by the Participants and Indirect Participants to the Beneficial Owners.

(D) SERIES 2019 BONDS NOT PRESENTED FOR PAYMENT. If any Series 2019 Bonds are not presented for payment when the principal becomes due either at maturity or at the date fixed for redemption thereof or otherwise, or if any check or draft mailed to an Owner in connection with a payment of interest on any Series 2019 Bonds is not cashed by an Owner, and an amount sufficient to pay those Series 2019 Bonds or interest is held by the Paying Agent for the benefit of the Owners, the Paying Agent shall segregate and hold such money in trust without liability for interest on that money to the Owners, for the benefit of the Owners of the applicable Series 2019 Bonds, who shall, except as provided in the following paragraph, then be restricted to only the amounts segregated for the satisfaction of any claim relating to that payment on such Series 2019 Bonds.

Any money which the Paying Agent segregates and holds in trust for the payment of the principal of, premium or interest on Series 2019 Bonds which remains unclaimed for three years after such payment has become due shall be paid to the City. After the payment of such unclaimed money to the City, the Owners shall look only to the City for the payment of those Series 2019 Bonds.

SECTION 6. REDEMPTION OF SERIES 2019A BONDS.

(A) OPTIONAL REDEMPTION. All or any portion of the Series 2019A Bonds may be subject to optional redemption prior to their stated maturities at a redemption price and on the dates established therefor in the Sale Certificate. The Series 2019B Bonds are not subject to optional redemption prior to maturity.

If subject to optional redemption, unless money sufficient to pay the principal of and premium, if any, on the Series 2019A Bonds to be redeemed pursuant to this Section 6.(A) is received by the Paying Agent prior to the giving of notice of redemption in accordance with Section 6.(D), that notice shall state that the redemption is conditional upon the receipt of that money by the Paying Agent by 2:00 p.m., prevailing Mountain Time, on the redemption date. If an amount sufficient to redeem all Series 2019A Bonds called for redemption is not received by that time (i) the Paying Agent shall redeem only those Series 2019A Bonds for which the redemption price was received, (ii) the Series 2019A Bonds to be redeemed shall be selected in the manner set forth in Section 6.(C) and (iii) the redemption notice shall have no effect with respect to those Series 2019A Bonds for which the redemption price was not received and those Series 2019A Bonds shall not be redeemed. The Registrar shall give notice to the Owners of the Series 2019A Bonds previously called for redemption which shall not be redeemed, in the manner in which notice of redemption was given, identifying the Series 2019A Bonds which shall not be redeemed, stating that the redemption did not take place with respect to those Series 2019A Bonds and shall promptly return any Series 2019A Bonds which shall not be redeemed which were previously delivered by the Owners of those Series 2019A Bonds.

(B) MANDATORY SINKING FUND REDEMPTION.

The Series 2019A Bonds may be subject to mandatory sinking fund redemption as provided in the Sale Certificate. The Series 2019B Bonds are not subject to mandatory sinking fund redemption.

(C) PARTIAL REDEMPTION. If less than all of the Outstanding Series 2019A Bonds are to be redeemed, the Maturity Dates of the Series 2019A Bonds to be redeemed shall be selected by the City. If less than all Series 2019A Bonds of a given Maturity Date are redeemed, the Series 2019A Bonds of that Maturity Date to be redeemed shall be selected by lot in such manner as determined by the Fiscal Agent. However, the portion of any Series 2019A Bonds to be redeemed and the portion of any Series 2019A Bonds not redeemed shall both be in Authorized Denominations. If, as indicated in a certificate of an Authorized Officer delivered to the Fiscal Agent, the City has offered to purchase all Series 2019A then Outstanding and less than all of the Series 2019A Bonds, as the case may be, have been tendered to the City for purchase, the Fiscal Agent, at the direction of an Authorized Officer, shall select for redemption all, or any part designated by the City, of the Series 2019A Bonds which have not been tendered.

In selecting Series 2019A Bonds for redemption, the Fiscal Agent shall treat each Series 2019A Bond as representing that number of Series 2019A Bonds which is obtained by dividing the principal amount of any Series 2019A Bond by the minimum Authorized Denomination. If it is determined that one or more, but not all, of the units of principal amount represented by any Series 2019A Bond is to be called for redemption, then, upon notice of intention to redeem such unit or units, the Owner of such Series 2019A Bond (except with respect to Series 2019A Bonds registered to a Depository or its nominee, in which case a notation as to the amount redeemed may be made on such Series 2019A Bonds) shall promptly surrender such Series 2019A Bond to the Fiscal Agent for (i) payment to such Owner of the redemption price of the unit or units of principal amount called for redemption, and (ii) delivery to such Owner of a new Series 2019A

Bond of the same Maturity Date and series in the aggregate principal amount of the unredeemed balance, without charge therefor.

If the Owner of any such Series 2019A Bond fails to present that Series 2019A Bond to the Fiscal Agent for payment, that Series 2019A Bond nevertheless shall become due and payable on the date fixed for redemption to the extent of the unit or units of principal amount called for redemption and interest shall cease to accrue on that principal amount.

(D) NOTICE. Notice of redemption of Series 2019A Bonds shall be given by the Fiscal Agent by sending a copy of such notice by registered or certified first class, postage prepaid mail not less than 30 days prior to the redemption date to all Depositories, to EMMA and to the Owner of each Series 2019A Bond, or portion thereof, to be redeemed at the address shown as of the close of business on the fifth day prior to the mailing of notice on the Bond Register. The City shall give the Fiscal Agent notice of the redemption date and the Maturity Date and the principal amounts of each maturity of Series 2019A Bonds to be called for redemption pursuant to Section 6.(A) at least five Business Days prior to the date that the Fiscal Agent is required to give Owners notice of redemption. Series 2019A Bonds to be called for redemption pursuant to Section 6.(B) shall be called for redemption by the Fiscal Agent without the necessity of any notice to the Fiscal Agent from the City. Neither the City's failure to give such notice, the Fiscal Agent's failure to give such notice to any Depository (other than as the Owner of Series 2019A Bonds being redeemed), or the registered Owner of any Series 2019A Bonds to be redeemed, or any defect therein, nor the failure of the Depository to notify a Participant or any Participant or Indirect Participant to notify a Beneficial Owner of any such redemption, shall affect the validity of the proceedings for the redemption of any Series 2019A Bonds for which proper notice was given.

The official notice of redemption to Owners shall state:

(1) the CUSIP numbers of the Series 2019A Bonds to be redeemed,

(2) the redemption date,

(3) the redemption price,

(4) the Series 2019A Bonds to be redeemed,

(5) if less than all Outstanding Series 2019A Bonds are to be redeemed, the bond numbers and Maturity Dates of Series 2019A Bonds to be redeemed and, in the case of a partial redemption of a Series 2019A Bonds, the principal amount to be redeemed,

(6) that, subject to the provisions of Section 6.(A), if applicable, on the redemption date, the redemption price will become due and payable on each Series 2019A Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after that date,

(7) the place where such Series 2019A Bonds are to be surrendered for payment of the redemption price, the name of a contact person (if the book-entry system described in Section 5.(C) is in effect), and the phone number at the office of the Paying Agent, and

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

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

Except as provided in Section 6.(A), notice having been given in the manner provided above, the Series 2019A Bonds or part thereof called for redemption shall become due and payable on the redemption date designated and the Series 2019A Bonds, or part thereof to be redeemed, for which the redemption price is on deposit with the Fiscal Agent, shall not be deemed to be Outstanding and shall cease to bear or accrue interest from and after such redemption date. Subject to Section 6.(A), upon presentation of a Series 2019A Bond to be redeemed at the office of the Fiscal Agent on or after the redemption date, or, so long as the book-entry system is used for determining beneficial ownership of the Series 2019A Bond being redeemed, upon satisfaction of the terms of any other arrangement between the Fiscal Agent and the Depository, the Fiscal Agent will pay such Series 2019A Bonds or portion thereof called for redemption.

(E) SERIES 2019A BONDS NOT PRESENTED FOR REDEMPTION. Money for payment of the principal of, premium, if any, and interest, to the date fixed for redemption, on Series 2019A Bonds called for redemption which are not presented for payment on the date fixed for redemption shall be set aside by the Fiscal Agent in trust for the Owners of such Series 2019A Bonds and held as set forth in Section 5.(D). Interest on such Series 2019A Bonds shall cease to accrue on the date fixed for redemption.

(F) CANCELLATION. All Series 2019A Bonds which have been redeemed or received for transfer shall be canceled and destroyed by the Fiscal Agent and shall not be reissued and a counterpart of the certificate of destruction evidencing such destruction shall be furnished by the Fiscal Agent to the City.

SECTION 7. REGISTRATION, TRANSFER, EXCHANGE AND OWNERSHIP OF SERIES 2019A BONDS.

(A) REGISTRATION, TRANSFER AND EXCHANGE. The City shall cause books for the registration, transfer and exchange of the Series 2019 Bonds to be kept at the principal office of the Registrar. Upon surrender for transfer or exchange of any Series 2019 Bonds at the principal office of the Registrar duly endorsed by the Owner or his attorney duly authorized in writing, or accompanied by a written instrument or instruments of transfer or exchange in form satisfactory to such Registrar and properly executed, the City shall execute and the Registrar shall authenticate and deliver in the name of the transferee or Owner a new Series 2019 Bond or Bonds of the same series and Maturity Date, interest rate and same aggregate principal amount in Authorized Denominations.

(B) OWNER OF BONDS. The person in whose name any Series 2019 Bond is registered shall be deemed and regarded as its absolute Owner for all purposes, except as may otherwise be provided with respect to the payment of interest on Series 2019 Bonds in Section 5.(C). Payment of the principal on any Series 2019 Bonds shall be made only to or upon the order of its Owner or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability on Series 2019 Bonds to the extent of the amount paid.

(C) REPLACEMENT OF BONDS. If any Series 2019 Bond is lost, stolen, destroyed or mutilated, the Registrar shall, upon receipt of that Series 2019 Bond if mutilated, and evidence, information or indemnity which the Registrar may reasonably require, authenticate and deliver a replacement Series 2019 Bond or Bonds of the same aggregate principal amount, series and Maturity Date and interest rate, bearing a number or numbers not then outstanding. If any lost, stolen, destroyed or mutilated Series 2019

Bond has matured or been called for redemption, the Registrar may direct the Paying Agent to pay that Series 2019 Bond in lieu of replacement.

(D) CHARGES. Exchanges and transfers of Series 2019 Bonds shall be made without charge to the Owners or any transferee except that the Registrar may make a charge sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to that transfer or exchange.

(E) BONDS CALLED FOR REDEMPTION. The Fiscal Agent shall not be required to transfer or exchange (i) any Series 2019 Bonds during the five-day period preceding the mailing of notice calling Series 2019 Bonds of such series for redemption and (ii) any Series 2019 Bonds called for redemption.

(F) UNAUTHENTICATED BONDS. The officers of the City are authorized to deliver to the Registrar fully registered but unauthenticated Series 2019 Bonds in such quantities as may be convenient to be held in custody by the Registrar pending the use thereof as provided in the Bond Ordinance.

SECTION 8. NEGOTIABILITY. Series 2019 Bonds shall be fully negotiable and shall have all the qualities of negotiable paper, and the owner or owners thereof shall possess all rights enjoyed by the owners of negotiable instruments under the provisions of the Uniform Commercial Code—Investment Securities in effect in the State.

SECTION 9. SPECIAL LIMITED OBLIGATIONS. The Series 2019 Bonds, and all payments of principal, premium, if any, and interest thereon (whether at maturity or on a redemption date), and the obligations of the City for all other payments, fees, costs, interest and expenses under the Bond Ordinance and under all Related Documents shall be special limited obligations of the City payable solely from, in the case of the Series 2019A Bonds, the Pledged Lodgers' Tax Revenues and State-Shared Gross Receipts Tax Revenues; and, in the case of the Series 2019B Bonds, the State-Shared Gross Receipts Tax Revenues, which Pledged Revenues are pledged and are payable as set forth in Sections 18 and 19. However, the Series 2019A Bonds are also payable from amounts on deposit in the Series 2019A Debt Service Fund and the Series 2019A Acquisition/Construction Fund, and the Series 2019B Bonds are also payable from amounts on deposit in the Series 2019B Debt Service Fund.

Owners and the parties under any Related Documents may not look to any general or other fund of the City for the payment of the principal of or interest on, or the fees, costs and expenses relating to, such obligations, except the designated special funds pledged therefor. Neither the Series 2019 Bonds nor the obligations of the City under any Related Documents shall constitute an indebtedness of the City within the meaning of any constitutional, charter or statutory prohibition or limitation, nor shall they be considered or held to be general obligations of the City, and the Series 2019 Bonds shall recite that they are payable and collectable solely out of the respective Pledged Revenues and from any other sources stated in the Bond Ordinance and that the Owners may not look to any general or other municipal fund for the payment of the principal, premium, if any, or interest, as applicable, on the Series 2019 Bonds or for the payment of any amounts owed under any Related Documents.

SECTION 10. EXECUTION AND CUSTODY OF SERIES 2019 BONDS.

(A) FILING MANUAL SIGNATURES. Prior to the execution of any Series 2019 Bonds pursuant to Sections 6-9-1 through 6-9-6 NMSA, the Mayor, City Clerk and City Treasurer may each file with the Secretary of State of New Mexico his or her manual signature certified by him or her under oath; provided that such filing shall not be necessary for any officer where any previous filing may have legal application or if the Bonds are signed manually.

(B) EXECUTION. Series 2019 Bonds shall be signed with the manual or facsimile signature of the Mayor and the manual or facsimile signature of the City Treasurer or City Clerk. There shall be placed on each Series 2019 Bond the printed, engraved, stamped or otherwise placed facsimile or imprint of the City's corporate seal. Series 2019 Bonds when authenticated and bearing the manual or facsimile signatures of the officers in office at the time of their signing shall be valid and binding obligations of the City, notwithstanding that before delivery of those Series 2019 Bonds, any or all of the persons who executed those Series 2019 Bonds shall have ceased to fill their respective offices. The Mayor, City Clerk and City Treasurer, at the time of the execution of the Series 2019 Bonds, each may adopt as and for his or her own facsimile signature the facsimile signature of his or her predecessor in office if such facsimile signature appears upon any of the Series 2019 Bonds or certificates pertaining to the Series 2019 Bonds.

(C) CUSTODY. The Registrar shall hold in custody all Series 2019 Bonds signed and attested by the Mayor, City Clerk and City Treasurer until ready for delivery to the purchaser, transferee or Owner. The City shall, from time to time, at the written request of the Registrar, provide the Registrar an adequate supply of Series 2019 Bonds.

(D) AUTHENTICATION. No Series 2019 Bonds shall be valid or obligatory for any purpose unless the certificate of authentication has been duly executed by the Registrar. That Registrar's certificate of authentication shall be deemed to have been duly executed if manually signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all Series 2019 Bonds.

SECTION 11. APPOINTMENT OF FISCAL AGENT. The initial Fiscal Agent for the Series 2019 Bonds shall be the City Treasurer. The Paying Agent and Registrar shall be the same Person for the Series 2019 Bonds.

SECTION 12. SUCCESSOR REGISTRAR OR PAYING AGENT. If the Registrar or Paying Agent initially appointed shall resign, or if the City shall determine to appoint a successor or co-Registrar or co-Paying Agent or shall reasonably determine that a Registrar or Paying Agent has become incapable of fulfilling its duties under the Bond Ordinance, the City may, upon notice mailed to each Owner at the address last shown on the registration books, appoint a successor or co-Registrar or Paying Agent. Every such successor or co-Registrar or Paying Agent shall be a bank or trust company located and in good standing in the United States with a capital stock, surplus and undivided profits, however denominated, of not less than $75,000,000 or the City Treasurer, or any successor in office. Notwithstanding any other provision of the Bond Ordinance, no removal, resignation or termination of the Paying Agent shall take effect until a successor shall be appointed. Additional provisions relating to the Registrar and the Paying Agent and the payment of the Series 2019 Bonds may be in a separate paying agent agreement executed on behalf of the City by an Authorized Officer.

SECTION 13. SERIES 2019 BONDS FORMS.

(A) The Series 2019A Bonds shall be in substantially the following form with only such changes as are not inconsistent with the Bond Ordinance:

[FORM OF SERIES 2019A BOND]

UNITED STATES OF AMERICA

STATE OF NEW MEXICO COUNTY OF BERNALILLO

CITY OF ALBUQUERQUE, NEW MEXICO

GROSS RECEIPTS TAX/LODGERS' TAX

REFUNDING AND IMPROVEMENT REVENUE BONDS

SERIES 2019A

Bond No.______ $________

INTEREST RATE	MATURITY DATE	DATE OF BOND	CUSIP
_______	________	___________, 2019	______

PRINCIPAL AMOUNT:

REGISTERED OWNER:

The City of Albuquerque (the "City"), in the County of Bernalillo and State of New Mexico (the "State"), a municipal corporation duly organized and existing under the Constitution and laws of the State, for value received, promises to pay, solely from the special funds available for the purpose set forth below, to the Registered Owner stated above, or registered assigns, on the Maturity Date stated above (unless this bond may be and is called for prior redemption, in whole or in part, in which case on such redemption date), upon presentation and surrender of this bond to the City Treasurer, in Albuquerque, New Mexico, or any successor (as such, the "Paying Agent") or any co-paying agent, the Principal Amount stated above and premium, if any, and to pay interest on the unpaid Principal Amount at the Interest Rate stated above on January 1 and July 1 of each year beginning on January 1, 20__ (each, an "Interest Payment Date") to the Maturity Date stated above, or until redeemed if called for redemption prior to maturity. If upon presentation and surrender at maturity or for prior redemption, payment of this bond is not made, interest shall continue at the Interest Rate stated above until the Principal Amount is paid in full. This bond will bear interest from the most recent date to which interest has been paid or provided for or if no interest has been paid or provided for, from the Date of Bond stated above. Interest on this bond is payable by check or draft mailed to the registered owner hereof (or by such other arrangement as may be mutually agreed to by the Paying Agent and the registered owner) as shown on the registration books for this issue maintained by the City Treasurer or any successor or co-registrar (as such, the "Registrar"), at the address appearing therein at the close of business on the fifteenth day of the calendar month next preceding the Interest Payment Date (the "Record Date"). Any interest which is not timely paid or duly provided for shall cease to be payable to the owner hereof (or of one or more predecessor Bonds, defined below) as of the Record Date, but shall be payable to the owner hereof (or of one or more predecessor Bonds) at the close of business on a special record date to be fixed by the Paying Agent for the payment of interest. Notice of the special record date shall be given to owners of Bonds as then shown on the Registrar's registration books not less than ten days prior to the special record date. The principal of, premium, if any, and interest on this bond are payable in lawful money of the United States of America, without deduction for exchange or collection charges.

This bond and the payments of principal of, premium, if any, and interest on this bond do not constitute an indebtedness of the City within the meaning of any constitutional, charter or statutory provision or limitation, shall not be considered or held to be a general obligation of the City and are payable and collectible solely from Pledged Revenues, proceeds of the Bonds, and amounts on deposit in certain funds designated in the Bond Ordinance. The owner of this bond may not look to any general or other municipal fund for the payment of the principal of, premium, if any, or interest on this bond. "Pledged Revenues" means, collectively, the State-Shared Gross Receipts Tax Revenues and the Pledged Lodgers' Tax Revenues. "State-Shared Gross Receipts Tax Revenues" means the revenues from the State gross receipts tax derived pursuant to Section 7-9-4 NMSA 1978 imposed on persons engaged in business in the State, which revenues are remitted monthly by the Revenue Division of the Taxation and Revenue Department of the State to the City as authorized by Sections 7-1-6 and 7-1-6.4 NMSA 1978, and which remittances, on the date of the initial issuance of the Bonds, equal one and two hundred twenty-five thousandths percent (1.225%) of the taxable gross receipts

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

This bond is one of a duly authorized series of fully registered bonds of the City issued in the aggregate principal amount of $__________ designated as the "City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A" (the "Bonds"), issued in denominations of $5,000 and integral multiples thereof under and pursuant to City Ordinance Twenty-Third Council Bill No. F/S _____, as supplemented by the Sale Certificate (collectively, the "Bond Ordinance") for the purpose of (i) refunding the City's Gross Receipts Tax/Lodgers' Tax Refunding Revenue Bonds, Series 2009A, and (ii) making certain improvements to the City's Convention Center or other tourist-related facilities.

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

The Bonds maturing on or after July 1, 20__ are subject to redemption prior to maturity at the option of the City, in whole or in part, on July 1, 20__ and on any date thereafter, at the redemption price of 100% of the principal amount of the Bonds, plus accrued interest to the date fixed for redemption.

The Bonds maturing on July 1, 20__ are subject to mandatory sinking fund redemption. As and for a sinking fund for the redemption of the Bonds maturing on July 1, 20__, on or before July 1 in each of the years and in the principal amounts stated below, the City shall transfer into the applicable account of the Series 2019A Debt Service Fund the Pledged Revenues required for the payments of principal on those Bonds with a priority as set forth in Section 18 of the Bond Ordinance so that there is on deposit on the required redemption date in the Series 2019A Debt Service Fund amounts sufficient to redeem the Bonds called for redemption (after credit as provided below). Subject to the last paragraph of this subsection (B), Bonds which are term bonds shall be subject to mandatory sinking fund redemption at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date on July 1 in the following years and principal amounts:

Sinking Fund Redemption (July 1)	Principal Amount

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

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

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

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

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

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

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

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

CITY OF ALBUQUERQUE, NEW MEXICO

By____________________________________

Mayor

By____________________________________

City Clerk

(SEAL)

(Form of Registrar's Certificate of Authentication)

Date of Authentication:______________________

Certificate of Authentication

This is one of the City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding and Improvement Revenue Bonds, Series 2019A described in the Bond

Ordinance and this bond has been registered on the registration books kept by the undersigned as Registrar for such Bonds.

____
City Treasurer, Albuquerque,
New Mexico, as Registrar

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

(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: __________ ________________________________

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

(End of Form of Assignment)

(End of Form of Series 2019A Bonds)

(B) The Series 2019B Bonds shall be in substantially the following form with only such changes as are not inconsistent with the Bond Ordinance:

[FORM OF SERIES 2019B BOND]

UNITED STATES OF AMERICA

STATE OF NEW MEXICO COUNTY OF BERNALILLO

CITY OF ALBUQUERQUE, NEW MEXICO

GROSS RECEIPTS TAX REFUNDING REVENUE BONDS

SERIES 2019B

Bond No._______ $________

INTEREST RATE	MATURITY DATE	DATE OF BOND	CUSIP
_______	________	___________, 2019	______

PRINCIPAL AMOUNT:

REGISTERED OWNER:

The City of Albuquerque (the "City"), in the County of Bernalillo and State of New Mexico (the "State"), a municipal corporation duly organized and existing under the Constitution and laws of the State, for value received, promises to pay, solely from the special funds available for the purpose set forth below, to the Registered Owner stated above, or registered assigns, on the Maturity Date stated above (unless this bond may be and is called for prior redemption, in whole or in part, in which case on such redemption date), upon presentation and surrender of this bond to the City Treasurer, in Albuquerque, New Mexico, or any successor (as such, the "Paying Agent") or any co-paying agent, the Principal Amount stated above and premium, if any, and to pay interest on the unpaid Principal Amount at the Interest Rate stated above on January 1 and July 1 of each year beginning on January 1, _____ (each, an "Interest Payment Date") to the Maturity Date stated above, or until redeemed if called for redemption prior to maturity. If upon presentation and surrender at maturity or for prior redemption, payment of this bond is not made, interest shall continue at the Interest Rate stated above until the Principal Amount is paid in full. This bond will bear interest from the most recent date to which interest has been paid or provided for or if no interest has been paid or provided for, from the Date of Bond stated above. Interest on this bond is payable by check or draft mailed to the registered owner hereof (or by such other arrangement as may be mutually agreed to by the Paying Agent and the registered owner) as shown on the registration books for this issue maintained by the City Treasurer or any successor or co-registrar (as such, the "Registrar"), at the address appearing therein at the close of business on the fifteenth day of the calendar month next preceding the Interest Payment Date (the "Record Date"). Any interest which is not timely paid or duly provided for shall cease to be payable to the owner hereof (or of one or more predecessor Bonds, defined below) as of the Record Date, but shall be payable to the owner hereof (or of one or more predecessor Bonds) at the close of business on a special record date to be fixed by the Paying Agent for the payment of interest. Notice of the special record date shall be given to owners of Bonds as then shown on the Registrar's registration books not less than ten days prior to the special record date. The principal of, premium, if any, and interest on this bond are payable in lawful money of the United States of America, without deduction for exchange or collection charges.

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

This bond is one of a duly authorized series of fully registered bonds of the City issued in the aggregate principal amount of $__________ designated as the "City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Bonds, Series 2019B" (the "Bonds"), issued in denominations of $5,000 and integral multiples thereof under and pursuant to City Ordinance Twenty-Third Council Bill No. F/S _____ as supplemented by the Sale Certificate (collectively, the "Bond Ordinance") for the purpose of refunding the City's Gross Receipts Tax Refunding Revenue Bonds, Series 2009B.

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

The Bonds are not subject to redemption prior to maturity.

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

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

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

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

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

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

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

CITY OF ALBUQUERQUE, NEW MEXICO

By_______________________________________

Mayor

By_______________________________________

City Clerk

(SEAL)

(Form of Registrar's Certificate of Authentication)

Date of Authentication:______________________

Certificate of Authentication

This is one of the City of Albuquerque, New Mexico Gross Receipts Tax Refunding Revenue Bonds, Series 2019B described in the Bond Ordinance and this bond has been registered on the registration books kept by the undersigned as Registrar for such Bonds.

____

City Treasurer, Albuquerque,
New Mexico, as Registrar

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

(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: __________ ________________________________

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

(End of Form of Assignment)

(End of Form of Series 2019B Bonds)

SECTION 14. SALE OF SERIES 2019 BONDS. The Series 2019 Bonds shall be sold and delivered to the Investment Bankers or to a Depository for and on behalf of the Investment Bankers upon receipt by the City of the purchase price as set forth in the Sale Certificate and the Bond Purchase Agreement pursuant to the terms of the Bond Ordinance.

SECTION 15. FUNDS AND ACCOUNTS.

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

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

(C) SERIES 2019A DEBT SERVICE FUND. The Series 2019A Debt Service Fund is hereby established and shall be maintained by the City.

(D) SERIES 2019A ACQUISITION/CONSTRUCTION FUND. The Series 2019A Acquisition/Construction Fund is hereby established and shall be maintained by the City.

(E) SERIES 2019B DEBT SERVICE FUND. The Series 2019B Debt Service Fund is hereby established and shall be maintained by the City.

(F) SURPLUS FUND

. The City continues the City of Albuquerque Surplus Lodgers' Tax Revenues Reserve Fund.

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

SECTION 16. BOND PROCEEDS; BOND FUND DEPOSIT; APPROPRIATIONS. The total amount of proceeds, and uses thereof, from the sale of the Series 2019 Bonds shall be set forth in the Sale Certificate.

The Completion Date for any portion of the Improvement Project funded by the Series 2019A Bonds shall be evidenced by a certificate of an Authorized Officer stating that portion of the Improvement Project has been completed. As soon as practicable, and in any event not more than 60 days after the Completion Date, any balance remaining in the applicable account of the Series 2019A Acquisition/Construction Fund (other than any amount certified by an Authorized Officer as being necessary for costs of the Improvement Project not then due and payable) shall be transferred to the applicable account of that Series 2019A Debt Service Fund and used by the City for the payment of the principal of or interest next coming due on that series of Bonds.

The Investment Bankers shall not be responsible for the application or use by the City or by its officers of the proceeds of the Series 2019 Bonds or of any other funds designated in the Bond Ordinance.

SECTION 17. APPROVAL OF DOCUMENTS; PAYMENT OF EXPENSES.

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

(B) EXECUTION OF DOCUMENTS. The Council approves the execution by the Mayor or other Authorized Officer of the Bond Purchase Agreement and the Continuing Disclosure Undertaking, on behalf of the City, and the Mayor or other Authorized Officer is authorized to deliver the Bond Purchase Agreement and the Continuing Disclosure Undertaking, with such changes therein as are not inconsistent with the Bond Ordinance and Sale Certificate and as are approved by an Authorized Officer, whose execution thereof, in their final forms, shall constitute conclusive evidence of their approval and compliance with this Section 17.

(C) USE OF OFFICIAL STATEMENT. The use and distribution of the Preliminary Official Statement and Official Statement for the sale of the Series 2019 Bonds, with terms which are not inconsistent with the terms of the Bond Ordinance and the Related Documents, by the Investment Bankers in connection with the sale and issuance of the Series 2019 Bonds are approved.

(D) EXPENSES. All Expenses shall be paid directly by the City to the party entitled thereto using moneys available from the proceeds of the Series 2019 Bonds or from the Gross Receipts Tax Income Fund, pursuant to the priorities established by Section 18.

(E) FURTHER ACTS. From and after the date of the adoption of the Bond Ordinance, the officers, agents and employees of the City are authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to issue the Series 2019 Bonds and to carry out and comply with the provisions of the Bond Ordinance and the Related Documents.

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

(A) DEPOSIT OF PLEDGED REVENUES. So long as any Series 2019A Bonds are Outstanding, the Pledged Lodgers' Tax Revenues shall, immediately upon receipt thereof by the City, be set aside and deposited into the Lodgers' Tax Revenue Fund. All money deposited into the Lodgers' Tax Revenue Fund shall be held separate and apart from the City's general fund and applied only in accordance with the provisions of the Bond Ordinance, the Sale Certificate and any other City ordinance authorizing the issuance of Lodgers' Tax Obligations.

So long as any Series 2019 Bonds are Outstanding, the State-Shared Gross Receipts Tax Revenues shall, immediately upon receipt thereof by the City, be set aside and deposited into the Gross Receipts Tax Income Fund. All money deposited into the Gross Receipts Tax Income Fund shall be held separate and apart from the City's general fund and applied only in accordance with the provisions of the Bond Ordinance, the Sale Certificate and any other City ordinance authorizing the issuance of Tax Obligations.

(B) DEBT SERVICE FUNDS.

(1) As a first charge on the Pledged Lodgers' Tax Revenues, the amounts necessary to pay the Debt Service Requirements on Parity Lodgers' Tax Obligations at the time Outstanding or to fund any debt service reserve account as required by the terms of the Bond Ordinance or any ordinance or resolution authorizing the issuance of such Parity Lodgers' Tax Obligations shall be withdrawn from the Lodgers' Tax Revenue Fund and shall be concurrently credited to the Series 2019A Debt Service Fund or any relevant debt service account, with the same priority and, if insufficient to pay all of the enumerated Debt Service Requirements, pro rated in proportion to the amounts of such Debt Service Requirements:

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

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

(c) Prior to their respective due dates, the amounts necessary to pay or reimburse the Credit Source for payments of Debt Service Requirements (but not tender price) on Parity Lodgers' Tax Obligations made by that facility provider. The tender price of a series of Parity Lodgers' Tax Obligations and any interest payment owed to any Credit Source which exceeds the amount of interest which would be payable at the maximum bond interest rate on that series, shall not be reimbursed from the Lodgers' Tax Revenue Fund with the priority set forth in this Section 18.(B) but shall be reimbursed with the priority set forth in Section 18.(C).

(2) As a first charge on the State-Shared Gross Receipts Tax Revenues, the amounts necessary to pay the Debt Service Requirements on Senior Tax Obligations at the time Outstanding shall be withdrawn from the Gross Receipts Tax Income Fund and shall be concurrently credited to the Series 2019A Debt Service Fund

(only if amounts described in paragraph (1) herein are insufficient to pay the Debt Service Requirements for the Series 2019A Bonds) and the Series 2019B Debt Service Fund or any relevant debt service account, with the same priority and, if insufficient to pay all of the enumerated Debt Service Requirements, pro rated in proportion to the amounts of such Debt Service Requirements (monthly, in the case of the Series 2019 Bonds, in accordance with Section 19.(G)):

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

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

(c) Prior to their respective due dates, the amounts necessary to pay or reimburse the provider of a Credit Facility for payments of Debt Service Requirements (but not tender price) on Senior Tax Obligations made by that Credit Source. The tender price of a series of Senior Tax Obligations and any interest payment owed to any Credit Source which exceeds the amount of interest which would be payable at the maximum bond interest rate on that series, shall not be reimbursed from the Gross Receipts Tax Income Fund with the priority set forth in this Section 18.(B) but shall be reimbursed with the priority set forth in Section 18.(C).

(3) The City may pay the Debt Service Requirements on the Series 2019 Bonds and, unless otherwise required under the ordinance or resolution under which they were issued, any other Tax Obligations that are Senior Tax Obligations and Parity Lodgers' Tax Obligations from Pledged Revenues as described in Sections 18.(B)(2) and 18.(B)(3) in such order, in whole or in part, as to the use of State-Shared Gross Receipts Tax Revenues and Pledged Lodgers' Tax Revenues as the City may from time to time determine in its sole discretion.

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

(D) DEBT SERVICE RESERVE REQUIREMENTS. To the extent not required to be deposited or paid pursuant to Sections 18.(A), 18.(B) or 18.(C), State-Shared Gross Receipts Tax Revenues available in the Gross Receipts Tax Income Fund shall be used, as necessary, to pay any debt service reserve account as required by the terms of any ordinance or resolution authorizing the issuance of Senior Tax Obligations.

(E) SUBORDINATE TAX OBLIGATIONS. To the extent not required to be deposited or paid pursuant to Sections 18.(A), 18.(B), 18.(C) or 18.(D): (i) State-Shared Gross Receipts Tax Revenues available in the Gross Receipts Tax Income Fund shall be used, as necessary, to pay Debt Service Requirements on Subordinate Gross Receipts Tax Obligations as the same accrue; and (ii) Pledged Lodgers' Tax Revenues available in the Lodgers' Tax Revenue Fund shall be used, as necessary, to pay Debt Service Requirements on Subordinate Lodgers' Tax Obligations as the same accrue.

(F) USE OF SURPLUS PLEDGED LODGERS' TAX REVENUES. To the extent not required in any month to be deposited or paid pursuant to Sections 18.(A), 18.(B), 18.(C), 18.(D) or 18.(E) or any ordinance or resolution authorizing the issuance of any Parity Lodgers' Tax Obligations, any Pledged Lodgers' Tax Revenues remaining in the Lodgers' Tax Revenue Fund shall be transferred from the Lodgers' Tax Revenue Fund to the Surplus Fund and held therein until such time as it is practicable to use such funds to pay, redeem or defease Lodgers' Tax Obligations and then shall be so used, subject to any limitations imposed by the Code.

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

SECTION 19. GENERAL ADMINISTRATION OF FUNDS.

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

(1) MONEY IN DEBT SERVICE FUNDS. Except as provided in Section 19.(A)(2), the money credited to the Series 2019A Debt Service Fund shall be used by the City only to pay, or to reimburse a Credit Source for the payment of, the Debt Service Requirements of the Series 2019A Bonds and the money credited to the Series 2019B Debt Service Fund shall be used by the City only to pay, or to reimburse a Credit Source for the payment of, the Debt Service Requirements of the Series 2019B Bonds. Money on deposit in the Series 2019A Debt Service Fund and the Series 2019B Debt Service Fund shall be transferred to the Paying Agent on or before each relevant payment date.

(2) TERMINATION UPON DEPOSITS TO MATURITY. No payment needs to be made into the Series 2019A Debt Service Fund or the Series 2019B Debt Service Fund or any debt service reserve fund for the Series 2019A Bonds or Series 2019B Bonds, respectively, if no Debt Service Requirements on the Series 2019A Bonds or Series 2019B Bonds are then past due and the amounts on deposit in the Series 2019A Debt Service Fund or Series 2019B Debt Service Fund, as applicable, for the payment of such Series 2019 Bonds are at least equal to all Debt Service Requirements on such Series 2019 Bonds to their Maturity Dates or mandatory redemption dates, or to any date for which the City has exercised or has obligated itself to exercise its option to redeem such Series 2019 Bonds prior to their Maturity Dates or redemption dates. In such event,

money in the Series 2019A Debt Service Fund or Series 2019B Debt Service Fund shall be used for the payment of the Debt Service Requirements or such optional redemption payments, if applicable, when due, on the respective Series 2019 Bonds. Any money in those accounts in excess of the amounts required by the preceding sentence may be used as provided in Section 18.(D).

(B) CREDIT OR DEFICIENCY. In making the determinations of the amounts to be transferred from the Gross Receipts Tax Income Fund and Lodgers' Tax Revenue Fund as provided in Section 18 or this Section 19, the City may take into account any amount then on deposit in any fund or escrow relating to the respective Series 2019 Bonds which is available and required to be used for the designated payment. If any deposit made to a fund for the payment of any Series 2019 Bonds is less than the amount required to be deposited, the City shall pay or credit to that fund from Pledged Revenues in the Gross Receipts Tax Income Fund or the Lodgers' Tax Revenue Fund, as applicable to the respective Series 2019 Bonds, the first money available to pay that deficiency using the priorities set forth in Section 18 and this Section 19.

(C) TRANSFER OF MONEY. Each payment of principal and interest coming due on the Series 2019 Bonds shall be transferred from the applicable fund to the Paying Agent.

(D) VARIABLE INTEREST RATE. In making the computations required by Section 18 and this Section 19, interest on Variable Interest Rate Tax Obligations which cannot be computed exactly shall be computed at the maximum interest rate permitted for those Tax Obligations unless otherwise required by the City ordinance authorizing the issuance of such Tax Obligations.

(E) INVESTMENT OF MONEY. Any money in any fund created or continued in Section 15 shall be invested in Permitted Investments. The investments purchased using money in any such fund shall be deemed at all times to be part of that fund. The interest accruing in the funds and any profit realized therefrom shall be credited to the fund in which the relevant investments are deemed to be held. Any loss resulting from such investment shall be charged to the applicable fund. The City Treasurer shall present for redemption or sale on the prevailing market any obligations purchased as an investment of money in the applicable fund whenever it shall be necessary to do so in order to provide money to meet any payment or transfer from such fund. Neither the City Treasurer nor any other officer of the City shall be liable or responsible for any loss resulting from any such investment made in accordance with the Bond Ordinance.

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

(G) DEPOSITS OF PLEDGED REVENUES FOR SERIES 2019 BONDS.

(1) The City shall make substantially equal monthly deposits into each of the Series 2019A Debt Service Fund and the Series 2019B Debt Service Fund as required in order to pay the amount of interest on the Series 2019A Bonds and Series 2019B Bonds, which will become due on the Interest Payment Date next following the date of deposit. The monthly deposits required in the preceding sentence shall begin in the calendar month subsequent to the Closing Date.

(2) Deposits to the Series 2019A Debt Service Fund and the Series 2019B Debt Service Fund for the next installments of principal becoming due on the Series 2019A Bonds and Series 2019B Bonds shall be made in substantially equal monthly deposits commencing in the first month which is less than 13 months prior to the month in which that installment of principal is due.

Deposits for the payment of principal of and interest on the other Senior Tax Obligations or Parity Lodgers' Tax Obligations required by Section 18.(B) may be made more or less frequently than monthly.

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

(1) if the price of the investment is not set as described in Section 19(H)(4), as to investments the bid and asked prices of which are published on a regular basis in The Wall Street Journal (or, if not there, then in The New York Times): the

average of the bid and asked prices for such investments published on or more recently prior to such time of determination;

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

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

(4) as to investments in clauses (1), (2), (3) and (9) of the definition of Permitted Investments pursuant to which a financial institution is obligated to purchase the investment from the City at a fixed price through maturity of the investment: the price set forth in such agreement, provided that such institution, or the guarantor of such institution or agreement, shall be rated in one of the top two Rating Categories by S&P, Moody's and Fitch if then rating the Series 2019 Bonds, or by another national rating agency; and

(5) as to any investment not specified above: the cost of the Permitted Investments (including any amount paid as accrued interest) or the principal amount thereof, whichever is less; except that Permitted Investments purchased at a premium may initially be valued at the cost thereof, but in each year after such purchase shall be valued at a lesser amount determined by ratably amortizing the premium over the remaining term.

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

SECTION 20. LIEN ON PLEDGED REVENUES; PROCEEDS; ETC.

(A) SERIES 2019 BONDS. Payments of Debt Service Requirements on the Series 2019A Bonds are secured by an irrevocable lien on, and the City grants and confirms to the owners of the Series 2019A Bonds a security interest in, the State-Shared Gross Receipts Tax Revenues and the Pledged Lodgers' Tax Revenues for the payment of the principal of and interest on the Series 2019A Bonds. The Series 2019A Bonds shall be issued as Senior Tax Obligations and Parity Lodgers' Tax Obligations.

Payments of Debt Service Requirements on the Series 2019B Bonds are secured by an irrevocable lien on, and the City grants and confirms to the owners of the Series 2019B Bonds a security interest in, the State-Shared Gross Receipts Tax Revenues for the payment of the principal of and interest on the Series 2019B Bonds. The Series 2019B Bonds shall be issued as Senior Tax Obligations.

The City pledges and grants a security interest in and lien (but not an exclusive lien) on the money and Permitted Investments on deposit in the Series 2019A Debt Service Fund, the Series 2019B Debt Service Fund, the Series 2019A Acquisition/Construction Fund and any other fund for the respective Series 2019 Bonds held pursuant to the Bond Ordinance for the Series 2019 Bonds for the payment of such Series 2019 Bonds.

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

(C) REBATE PAYMENTS. Any investment income which is required to be rebated to the United States pursuant to Section 148(f) of the Code is not subject to the pledge and security interest provided in this Section 20.

SECTION 21. EQUALITY OF BONDS. Except as specifically stated in the Bond Ordinance, the Series 2019A Bonds and Series 2019B Bonds from time to time Outstanding shall not be entitled to any priority one over the other, within each series, in the application of the respective Pledged Revenues, regardless of the time or times of their issuance, it being the intention of the Council that there shall be no priority among the Series 2019 Bonds, within each series, regardless of the fact that they may be actually issued and delivered at different times.

SECTION 22. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE FROM STATE-SHARED GROSS RECEIPTS TAX REVENUES.

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

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

(2) With respect to additional Senior Tax Obligations:

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

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

(c) In making the computations required by this Section 22.(A)(2) and Section 23.(B), that part of the interest rate on Variable Rate Gross Receipts Tax Obligations which cannot be computed exactly shall be computed at the maximum interest rate then permitted on such obligations by the City ordinance authorizing the issuance of such obligations.

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

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

SECTION 23. REFUNDING BONDS PAYABLE FROM STATE-SHARED GROSS RECEIPTS TAX REVENUES. The provisions of Section 22 are subject to the following exceptions:

(A) PRIVILEGE OF ISSUING REFUNDING TAX OBLIGATIONS. Outstanding Tax Obligations may be refunded, regardless of whether the priority of the lien for the payment of the refunding obligations on the State-Shared Gross Receipts Tax Revenues is different than the lien of the refunded Tax Obligations on State-Shared Gross Receipts Tax Revenues, except as provided in Section 22.(C) and in Sections 23.(B), 23.(C) and 23.(D).

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

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

(2) The refunding Senior Tax Obligations are issued in compliance with Section 22.(A).

(C) REFUNDING PART OF A SERIES. While the Series 2019 Bonds are Outstanding, except as set forth in subparagraph (3) below, the refunding Tax Obligations shall enjoy complete equality of lien on the State-Shared Gross Receipts Tax Revenues with the portion of any Tax Obligations of the same series which is not refunded and the Owners of the refunding Tax Obligations shall be subrogated to all of the rights and privileges enjoyed by the Owners of the refunded Tax Obligations.

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

(1) The issuance of the refunding Tax Obligations does not increase the maximum annual Debt Service Requirements evidenced by the refunded

Tax Obligations and by the Outstanding Tax Obligations of such series not refunded on the refunding date; or

(2) The refunding Senior Tax Obligations are issued in compliance with Section 22.(A); or

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

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

SECTION 24. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE FROM PLEDGED LODGERS' TAX REVENUES.

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

(B) SUBORDINATE OBLIGATIONS PERMITTED. No provision of the Bond Ordinance shall be construed to prevent the issuance by the City of additional bonds or other obligations payable from the Pledged Lodgers' Tax Revenues with a lien on Pledged Lodgers' Tax Revenues subordinate and junior to the lien thereon of the Series 2019A Bonds.

(C) SUPERIOR OBLIGATIONS PROHIBITED. The City shall not issue bonds or incur obligations payable from the Pledged Lodgers' Tax Revenues having a lien thereon prior and superior to the lien of the Series 2019A Bonds on Pledged Lodgers' Tax Revenues.

SECTION 25. PROTECTIVE COVENANTS. The City covenants and agrees, so long as any Series 2019 Bonds remain Outstanding:

(A) USE OF PROCEEDS OF TAX OBLIGATIONS. The City shall proceed without delay to apply the proceeds of the Series 2019 Bonds to the purposes for which they are issued.

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

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

(D) PROHIBITION OF ANY EXTENSION OF INTEREST PAYMENTS. In order to prevent any accumulation of claims for interest after maturity, the City shall not directly or indirectly extend or assent to the extension of time for the payment of any claim for interest on any Series 2019 Bonds. If the time for payment of any interest is extended, such payment shall not be made by the City, in case of default under the Bond Ordinance, until the prior payment in full of the Debt Service Requirements on all Series 2019 Bonds on which the payment of interest has not been extended.

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

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

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

(H) IMPAIRMENT OF CONTRACT. In accordance with Section 3-31-6(C) NMSA 1978, no law, ordinance or resolution of the City which affects the Pledged Revenues or the Series 2019 Bonds shall be repealed or otherwise directly or indirectly modified in such a manner as to impair Outstanding Series 2019 Bonds or obligations of the City under the Bond Ordinance or any Related Documents, unless the Series 2019 Bonds or obligations have been discharged in full or provision has been fully made therefor.

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

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

SECTION 26. REPRESENTATIONS AND WARRANTIES OF THE CITY. The City represents and warrants that:

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

(B) AUTHORITY. The City has all requisite power and authority under the laws of the State and the Home Rule Powers to enter into, execute and deliver the Related Documents, to issue and sell the Series 2019 Bonds and to perform its covenants contained in the Bond Ordinance.

(C) EXECUTION AUTHORIZED. The execution and delivery of the Related Documents and use of the disclosure documents for the Series 2019 Bonds and the issuance and sale of the Series 2019 Bonds have been duly authorized by the Council and, except for the approval of the State Department of Finance and Administration referred to in Section 4.(A), no further authorization or approval of such execution, use, delivery, issuance or sale is required by law.

(D) ENFORCEABILITY OF BONDS. The Series 2019 Bonds, when issued, delivered and paid for, shall constitute valid and binding special, limited obligations of the City enforceable in accordance with their terms and entitled to the benefits and security of the Bond Ordinance, subject to the limitations contained in the Bond Ordinance and subject to any applicable bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights generally and the enforceability of indemnification provisions and except to the extent that the enforceability thereof may be limited by the availability of equitable remedies.

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

(F) NO CONFLICT. The execution and delivery of the Related Documents, the Series 2019 Bonds and the other agreements contemplated by the Bond Ordinance and compliance with the provisions thereof, shall not conflict with nor constitute on the part of the City a breach of or a default under any existing law, court or administrative regulation, decree, order or, to the knowledge of the City, any agreement, indenture, mortgage or lease to which the City is a party or by which it is or may be bound.

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

SECTION 27. TAX COMPLIANCE. The City covenants that it shall use, and shall restrict the use and investment of, the proceeds of the Series 2019 Bonds in such manner and to such extent as may be necessary so that (a) the Series 2019 Bonds shall not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Code, or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest thereon shall not be treated as a preference item under Section 57 of the Code. The City further covenants (a) that it shall take or cause to be taken such actions that may be required of it for the interest on the Series 2019 Bonds to be and to remain excluded from gross income for federal income tax purposes, (b) that it shall not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) that it, or persons acting for it, shall, among other acts of compliance, (i) apply the proceeds of the Series 2019 Bonds to the governmental purposes of the borrowings, (ii) restrict the yield on investment property, (iii) make timely and adequate rebate payments or payments of alternative amounts in lieu of rebate to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

Authorized Officers are authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with respect to the Series 2019 Bonds as the City is permitted or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2019 Bonds or interest thereon or assisting in the compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the City, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2019 Bonds, and (c) to give one or more appropriate certificates of the City, for inclusion in the transcripts of the proceedings for the Series 2019 Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2019 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Series 2019 Bonds.

SECTION 28. EVENTS OF DEFAULT. Each of the following events is an "Event of Default":

(A) NONPAYMENT OF PRINCIPAL. Failure to pay the principal of any Series 2019 Bonds when the same becomes due and payable, either at maturity, or by proceedings for prior redemption, or otherwise.

(B) NONPAYMENT OF INTEREST. Failure to pay any installment of interest on any Series 2019 Bonds on the due date thereof.

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

(D) DEFAULT OF ANY OTHER PROVISION. Default by the City in the due and punctual performance of its covenants or conditions, agreements and provisions contained in the Series 2019 Bonds or in the Bond Ordinance on its part to be performed, and the continuance of such default (other than a default set forth in Sections 28.(A), 28.(B) or 28.(C)) for 60 days after written notice specifying such default and requiring the same to be remedied has been given to the City by the Owners of 25% in aggregate principal amount of the Series 2019 Bonds then Outstanding or the Series 2019 Bonds Outstanding.

SECTION 29. REMEDIES UPON DEFAULT. Upon the happening and during the continuance of any Event of Default, the Owners of not less than 25% in aggregate principal amount of the Series 2019 Bonds then Outstanding affected by the Event of Default, including but not limited to a trustee or trustees therefor, may proceed against the City to:

(A) protect and enforce the rights of the Owners by mandamus or other suit, action or special proceedings in equity or at law, in any court of competent jurisdiction, either for the appointment of a receiver or for the specific performance of any covenant or agreement contained in the Bond Ordinance or for the enforcement of any proper legal or equitable remedy as those Owners may deem necessary or desirable to protect and enforce their respective rights;

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

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

(D) any combination of those remedies.

All proceedings shall be instituted and maintained for the equal benefit of all Owners of the Series 2019 Bonds then Outstanding. The failure of an Owner to exercise any right granted by this Section 29 shall not relieve the City of any obligation to perform any duty. Each right or privilege of any such Owner (or trustee or receiver therefor) is in addition and cumulative to any other right or privilege and the exercise of any right or privilege by or on behalf of any Owner shall not be deemed a waiver of any other right or privilege of such Owner.

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

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

SECTION 30. APPLICATION OF MONEY. All money received with respect to any right given or action taken under the provisions of the Bond Ordinance after the occurrence, and during the continuance, of an Event of Default with respect to the Series 2019 Bonds, except as otherwise specified in the Bond Ordinance, after payment of the costs, fees and expenses of the proceedings resulting in the collection of such money, shall be deposited in the appropriate Debt Service Fund and applied to the payment of the Series 2019 Bonds in accordance with the terms and provisions of Section 18 of this Bond Ordinance.

Whenever money is to be applied pursuant to the provisions of this Section 30, it shall be applied at such times, and from time to time, as the Paying Agent determines, having due regard to the amount of money available for application and the likelihood of additional money becoming available in the future. Whenever the Paying Agent determines to apply such money, the Paying Agent shall fix a Special Record Date and the date (which shall be an Interest Payment Date unless the Paying Agent deems another date more suitable) upon which payment is to be made and on such date interest on the amounts of principal to be paid on such dates shall cease to accrue. The Paying Agent shall give notice to the Owners of the deposit of any such money and of the fixing of any such date, and shall not be required to make payment of principal to the Owner of any Series 2019 Bonds until presented to the Paying Agent for appropriate endorsement or for cancellation if fully paid.

SECTION 31. DUTIES UPON DEFAULT; RIGHTS CONFERRED. Upon the happening and during the continuance of any Event of Default, the City will do and perform all proper acts on behalf and for the Owners to protect and preserve the security created for the payment of the Series 2019 Bonds and any Payment Obligations and to insure the payment of the Debt Service Requirements promptly as the same become due. The Owners of not less than 25% in aggregate principal amount of Outstanding Series 2019 Bonds, after written demand, may proceed to protect and enforce the rights provided by this Section 31.

SECTION 32. DEFEASANCE.

(A) DEFEASANCE OF BOND ORDINANCE. If, when all Series 2019 Bonds become due and payable in accordance with their terms or otherwise as provided in the Bond Ordinance and the entire amount of the principal of, premium, if any, and interest due and payable on all of the Series 2019 Bonds is paid or if provisions are made for the payment thereof when due and payable, and all other sums payable under the Bond Ordinance are paid, then all covenants, agreements and other obligations of the City to the Owners of the Series 2019 Bonds shall cease, terminate and become void and be discharged and satisfied. However, the covenants of the Bond Ordinance relating to the rebate requirements of Section 148(f) of the Code shall survive until all applicable requirements have been satisfied.

(B) SERIES 2019 BONDS.

(1) When all principal, interest and prior redemption premium, if any, in connection with any Series 2019 Bond have been duly paid or provided for, the pledge and lien of the Bond Ordinance, and all obligations hereunder (except as provided for in Section 33), shall be discharged with respect to that Series 2019 Bond and that Series 2019 Bond shall no longer be deemed to be Outstanding within the meaning of the Bond Ordinance. There shall be deemed to be such due payment or to be adequate provisions for the prompt and complete payment of a Series 2019 Bond when the City has placed in escrow and in trust with a commercial bank or trust company located within or without the State and exercising trust powers, an amount sufficient (including the known minimum yield from Defeasance Obligations in which such amount may be initially invested) to meet all requirements of principal, interest and prior redemption premium, if any, on that Series 2019 Bond as the same become due to its final maturity or upon the designated prior redemption date. The Defeasance Obligations shall become due prior to the respective times at which the proceeds thereof shall be needed, in accordance with a schedule established and agreed upon between the City and such bank or trust company at the time of the creation of the escrow, or the Defeasance Obligations shall be subject to redemption at the option of the owners thereof to assure such availability as so needed to meet such schedule.

(2) If any Series 2019 Bonds are deemed to be paid and discharged pursuant to this Section 32, within 15 days after the date of defeasance, the City shall irrevocably direct the Fiscal Agent to give written notice to each Owner of Series 2019 Bonds deemed paid and discharged at the address shown on the Bond Register on the date on which those Series 2019 Bonds are deemed paid and discharged. The notice shall state, to the extent applicable, the same information required by Section 6.(D) for the redemption of Series 2019 Bonds and shall describe the Defeasance Obligations.

SECTION 33. SURVIVAL OF CERTAIN PROVISIONS. Notwithstanding the foregoing, with respect to Series 2019 Bonds deemed paid pursuant to Section 32.(B), any provisions of the Bond Ordinance which relate to indemnification and the payment of fees and expenses, the payment of the principal of and premium on Series 2019 Bonds at maturity or on a prior redemption date, interest payments and dates thereof, exchange, registration of transfer and registration of Series 2019 Bonds, replacement of mutilated, destroyed, lost or stolen Series 2019 Bonds, the safekeeping and cancellation of Series 2019 Bonds, non-presentment of Series 2019 Bonds, the holding of money in trust and payments to the Fiscal Agent in connection with all of the foregoing, shall remain in effect and be binding upon the Owners of Series 2019 Bonds and the Fiscal Agent for those Series 2019 Bonds, notwithstanding the release and discharge of the Bond Ordinance. The provisions of this Section 33 shall survive the release, discharge and satisfaction of the Bond Ordinance.

SECTION 34. NOTICES. Except as otherwise specifically required in the Bond Ordinance, notice with respect to the Series 2019 Bonds shall be effective when received and it shall be sufficient service of any notice, request, demand or other paper if the same is given: (i) orally, or (ii) by certified or registered mail, or (iii) by Electronic Means, or (iv) hand delivered; provided that any notice given orally, including notice by telephone, must be confirmed by notice in writing as set forth in clause (ii), (iii) (except by telephone) or (iv) above initiated within one Business Day after oral notice is given. Notice shall be given as follows:

If to the City:

City of Albuquerque, New Mexico
One Civic Plaza, N.W. (87102)
Post Office Box 1293 (87103)
Albuquerque, New Mexico
Attention: Chief Financial Officer
Telephone: (505) 768-3396
Facsimile: (505) 768-3447

Copy to City Attorney at same address

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

If to the Fiscal Agent:

City Treasurer
City of Albuquerque, New Mexico
One Civic Plaza, N.W., First Floor (87102)

Post Office Box 1293 (87103)
Albuquerque, New Mexico
Telephone: (505) 768-3309
Facsimile: (505) 768-3447

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

When the Bond Ordinance provides for notice to the Owners of Series 2019 Bonds of any event, such notice shall be sufficiently given (unless otherwise expressly provided in the Bond Ordinance) if in writing and given in accordance with this Section 34 to each Owner of Series 2019 Bonds affected by such event, at his address as it appears on the register for the Series 2019 Bonds. In any case where notice to an Owner of Series 2019 Bonds is given by mail, neither the failure to mail such notice nor any defect in any notice mailed to any particular Owner of Series 2019 Bonds shall affect the sufficiency of such notice with respect to any other Owner, and any notice which is mailed in the manner provided in this paragraph shall conclusively be presumed to have been duly given.

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

The Fiscal Agent shall provide S&P, if the Series 2019 Bonds are then rated by S&P, Moody's, if the Series 2019 Bonds are then rated by Moody's, and Fitch, if the Series 2019 Bonds are then rated by Fitch, with prior written notice of any amendments to the Bond Ordinance and the redemption of Series 2019 Bonds pursuant to Sections 6.(A) or 6.(B) or paid pursuant to Section 32.(B). Such notice shall be sent (a) to Moody's at: Moody's Investors Service, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, (b) to S&P at: Standard & Poor's Corporation, Attention: Municipal Finance Department, 55 Water Street, New York, New York 10041, and (c) to Fitch at: Fitch Ratings, One State Street Plaza, New York, New York 10004.

SECTION 35. AMENDMENT OF BOND ORDINANCE.

(A) LIMITATIONS UPON AMENDMENTS. Prior to any Series 2019 Bonds being issued, the Bond Ordinance may be amended by ordinance or resolution of the Council without the consent of Owners. After Series 2019 Bonds have been issued, the Bond Ordinance may be amended by ordinance or resolution of the Council without the consent of Owners:

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

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

(3) To obtain or maintain a rating or shadow rating on any Series 2019 Bonds from any rating agency which amendment, in the judgment of Bond Counsel, does not materially adversely affect the Owners;

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

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

(B) ADDITIONAL AMENDMENTS. Except as provided above, the Bond Ordinance may only be amended or supplemented by ordinance adopted by the Council without receipt by the City of any additional consideration, but with the written consent of the Owners of a majority of the principal amount of the Outstanding Series 2019 Bonds which are affected by the amendment or supplement (not including Series 2019 Bonds which are then owned by or for the account of the City). However, no such ordinance shall have the effect of permitting:

(1) An extension of the maturity of any Series 2019 Bonds; or

(2) A reduction in the principal amount of, premium, if any, or interest rate on any Series 2019 Bonds; or

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

(4) A reduction of the principal amount of Series 2019 Bonds required for consent to such amendment or supplement.

(C) NOTICE OF AMENDMENT. Notice of a proposed amendment requiring the consent of the Owners shall be mailed to the Owners of the Series 2019 Bonds then Outstanding affected by the amendment at their addresses as the same last appear in the registration books kept by the Registrar. Such notice shall briefly set forth the nature of the proposed amendment and shall state that copies of the instrument pertaining to such amendment are on file at the principal corporate office of the Registrar for inspection by all Owners. If, within 60 days or such longer period as shall be prescribed by the City following the giving of such notice, the requisite percentage of Owners affected by the amendment have consented to and approved the amendment, the amendment shall become effective and no Owner shall have any right to object to such amendment, or the operation thereof.

SECTION 36. MANNER OF EVIDENCING OWNERSHIP OF SERIES 2019 BONDS. Any request, direction, consent or other instrument provided or required by the Bond Ordinance to be signed and executed by the Owners may be in any number of concurrent writings of similar tenor and may be signed or executed by Owners in person or by an agent appointed in writing. Proof of the execution of any such request, direction or other instrument or of the writing appointing any such agent and of the ownership of the applicable Series 2019 Bonds, if made in the following manner, shall be sufficient for any of the purposes of the Bond Ordinance and shall be conclusive in favor of the Fiscal Agent and the City with regard to any action taken by them, or either of them, under such request or other instrument, namely:

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

(B) The ownership of Series 2019 Bonds shall be proved by the Bond Register.

Any action taken or suffered by the Fiscal Agent pursuant to any provision of the Bond Ordinance, upon the request or with the assent of any person who at the time is the Owner of any Series 2019 Bonds, shall be conclusive and binding upon all future Owners of the same Series 2019 Bonds.

SECTION 37. APPLICABLE LAW. The Bond Ordinance shall be governed by the laws of the State without reference to choice of law principles thereof.

SECTION 38. PAYMENTS AND PERFORMANCE ON BUSINESS DAYS. Except as otherwise required in the Bond Ordinance: (i) any covenant required to be performed on any date which is not a Business Day may be performed on the first Business Day thereafter and (ii) if the date for any payment on the Series 2019 Bonds at a place of payment shall be other than a Business Day, then payment shall be made on the next succeeding Business Day, and no interest shall accrue for the intervening period other than as specifically provided for in the Bond Ordinance.

SECTION 39. LIMITATION OF RIGHTS. With the exception of rights in the Bond Ordinance expressly conferred, nothing in the Bond Ordinance or in the Series 2019 Bonds, expressed or implied, is intended or shall be construed to give to any Person other than the Owners, the Fiscal Agent, the City and the parties to which such right, remedy or claim is expressly granted by the Bond Ordinance or the Series 2019 Bonds, any legal or equitable right, remedy or claim under or in respect to the Bond Ordinance or the Series 2019 Bonds or any covenant, condition or stipulation of the Bond Ordinance or in the Series 2019 Bonds, and all covenants, stipulations, promises and agreements in the Bond Ordinance and in the Series 2019 Bonds shall be for the sole and exclusive benefit of the Owners, each Insurer, the City and the parties to which such right, remedy or claim is expressly granted.

SECTION 40. DELEGATED POWERS. The officers of the City are authorized and directed to take all action necessary or appropriate to effectuate the provisions of the Bond Ordinance, including, without limitation, the delivery of a "deemed final" certificate relating to the Preliminary Official Statement, the publication of notice of adoption of the Bond Ordinance, the distribution of material relating to the Series 2019 Bonds, the printing of the Series 2019 Bonds, certificates pertaining to the Series 2019 Bonds and the delivery of and security for the Series 2019 Bonds as may be reasonably required by the Investment Bankers.

The Chief Financial Officer of the City, or his successor in interest, is hereby authorized and directed to make such changes or corrections to the procedures established in the Bond Ordinance relating to the times of day or the days on which actions are required to be taken, or the persons responsible for particular actions, the form of notice of the occurrence of events, the types and forms of actions required and other similar administrative matters which, in his judgment, are necessary and appropriate to accomplish the purposes of the Bond Ordinance. The Chief Financial Officer, or his successor in interest or title, shall give notice of any such changes or corrections to all persons affected thereby, to Bond Counsel for the City and shall file with the City Clerk a certificate of such changes and corrections.

Pursuant to the Supplemental Public Securities Act, Section 6-14-8 et seq., NMSA 1978, the Chief Financial Officer, Director of the Department of Finance and Administrative Services and the City Treasurer are each hereby delegated authority to execute the Bond Purchase Agreement, the execute the Sale Certificate and to determine any or all of the final terms of the Series 2019 Bonds, subject to the parameters and conditions contained in this Bond Ordinance. The Chief Financial Officer, Director of the Department of Finance and Administrative Services or the City Treasurer shall present the Sale Certificate to the Council in a timely manner, before or after delivery of the Series 2019 Bonds, at a regularly scheduled public meeting of the Council.

SECTION 41. IMMUNITY OF MAYOR, COUNCIL MEMBERS, COMMISSIONERS, OFFICERS AND EMPLOYEES OF CITY. No recourse shall be had for the enforcement of any obligation, promise or agreement of the City contained in the Bond Ordinance or in any Series 2019 Bonds for any claim based thereon or otherwise in respect thereof, against any Mayor, Council member, officer or employee, as such, in his individual capacity, past, present or future, of the City or of any successor to the City, whether by virtue of any constitutional provision, statute or rule of law, or by the enforcement of any assignment or penalty or otherwise. It is expressly agreed and understood that no personal liability shall attach to, or be incurred by, any Mayor, Council member, officer or employee, as such, past, present or future, of the City or of any successor to the City, either directly or through the City or any successor to the City. All personal liability against every such Mayor, Council member, officer and employee is, as a condition of, and as part of the consideration for, the adoption of the Bond Ordinance, expressly waived and released.

SECTION 42. LIMITATION OF ACTION. After the passage of 30 days from the publication required by Section 47, any action attacking the validity of any proceedings had or taken by the City preliminary to and in the authorization and issuance of the Series 2019 Bonds shall be perpetually barred.

SECTION 43. BOND ORDINANCE IRREPEALABLE. After any of the Series 2019 Bonds are issued, the Bond Ordinance shall be and remain irrepealable until all Series 2019 Bonds and the interest thereon shall be fully paid canceled and discharged, as provided in the Bond Ordinance, or there has been defeasance as provided in the Bond Ordinance.

SECTION 44. SEVERABILITY CLAUSE. If any provision of the Bond Ordinance shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction because it conflicts with any other provision or provisions of any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions in the Bond Ordinance invalid, inoperative, or unenforceable to any extent whatever.

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

SECTION 45. REPEALER CLAUSE. Any bylaws, orders, resolutions and ordinances, or parts thereof, inconsistent with the Bond Ordinance are repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any bylaw, order, resolution or ordinance, or part thereof, heretofore repealed.

SECTION 46. RECORDING; AUTHENTICATION; PUBLICATION; EFFECTIVE DATE. Upon due adoption of this Bond Ordinance, it shall be recorded and preserved by the City Clerk, authenticated by the signature of the President of the Council and City Clerk, and approved by the Mayor and the seal of the City impressed hereon, and the title and general summary of the subject matter contained in the Bond Ordinance (substantially in the form set out in Section 47) shall be published in a newspaper which maintains an office and is of general circulation in the City, in accordance with law.

SECTION 47. SUMMARY FOR PUBLICATION. The form of this Bond Ordinance for the purpose of publication shall be substantially as set forth in this Section, and the Council hereby declares that the publication prescribed shall be conclusive of the sufficiency of such form:

(Form of Ordinance for Publication)

NOTICE OF ADOPTION OF ORDINANCE

The City Council of the City of Albuquerque, New Mexico, hereby gives notice of the adoption of its Ordinance Twenty-Third Council Bill No. _______ on September 16, 2019. Complete copies of the Ordinance are available for public inspection during the normal and regular business hours of the City Clerk, City of Albuquerque.

The title of the Ordinance is:

AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF ALBUQUERQUE, NEW MEXICO TAX REFUNDING AND IMPROVEMENT REVENUE BONDS IN TWO SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $47,000,000: (I) GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2019A IN THE MAXIMUM PRINCIPAL AMOUNT OF $37,000,000, AND (II) GROSS RECEIPTS TAX REFUNDING REVENUE BONDS, SERIES 2019B IN THE MAXIMUM PRINCIPAL AMOUNT OF $10,000,000 FOR THE PURPOSE OF (A) FINANCING THE COST OF REFUNDING THE CITY'S OUTSTANDING GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING REVENUE BONDS, SERIES 2009A AND THE CITY'S OUTSTANDING GROSS RECEIPTS TAX REFUNDING REVENUE BOND, SERIES 2009B, AND (B) STUDYING, DESIGNING, DEVELOPING, CONSTRUCTING, RECONSTRUCTING, REHABILITATING, RENOVATING, MODERNIZING, SIGNING, ENHANCING AND OTHERWISE IMPROVING THE CITY'S CONVENTION CENTER AND OTHER TOURIST-RELATED FACILITIES; PROVIDING FOR (i) THE PAYMENT OF THE SERIES 2019A BONDS FROM CERTAIN GROSS RECEIPTS TAX REVENUES AND LODGERS' TAX REVENUES, AND (ii) THE PAYMENT OF THE SERIES 2019B BONDS FROM CERTAIN GROSS RECEIPTS TAX REVENUES; PROVIDING FOR THE COLLECTION OF CERTAIN LODGERS' TAXES

AND CERTAIN GROSS RECEIPTS TAXES; APPROVING THE DELEGATION OF AUTHORITY TO MAKE CERTAIN DETERMINATIONS REGARDING THE SALE OF THE SERIES 2019 BONDS PURSUANT TO THE SUPPLEMENTAL PUBLIC SECURITIES ACT; PROVIDING FOR THE TERMS AND OTHER DETAILS CONCERNING THE SERIES 2019 BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO THE SERIES 2019 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN; REPEALING ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE; AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUE AND SALE OF THE SERIES 2019 BONDS.

The title sets forth a general summary of the subjects matter contained in the Ordinance. This notice also constitutes compliance with Sections 6-14-4 through 6-14-7, NMSA 1978.

[END OF FORM OF SUMMARY OF ORDINANCE FOR PUBLICATION]

Attachment 1

SOURCES AND USES OF FUNDS

Gross Receipts Tax Revenue Bonds
Combined Series 2019 Financing (New Money + GRT_Lodgers Refunding)
Series 2019A
$37mm Total Financing Cost (New Money + GRT/Lodger's Tax Refunding)
Current Rates (August 27 2019) + 30bps

Sources:	
Bond Proceeds:	
Par Amount	37,000,000.00
	37,000,000.00

Uses:	
Project Fund Deposits:	
Project Fund	36,552,000.00
Cost of Issuance:	
Other Cost of Issuance	300,000.00
Delivery Date Expenses:	
Underwriter's Discount	148,000.00
	37,000,000.00

Note: COI and UW Discount have been estimated

BOND SUMMARY STATISTICS

Gross Receipts Tax Revenue Bonds
Combined Series 2019 Financing (New Money + GRT_Lodgers Refunding)
Series 2019A
$37mm Total Financing Cost (New Money + GRT/Lodger's Tax Refunding)
Current Rates (August 27 2019) + 30bps

Dated Date	10/24/2019
Delivery Date	10/24/2019
Last Maturity	07/01/2038
Arbitrage Yield	2.375242%
True Interest Cost (TIC)	2.422754%
Net Interest Cost (NIC)	2.446633%
All-In TIC	2.519954%
Average Coupon	2.405697%
Average Life (years)	9.771
Duration of Issue (years)	8.529
Par Amount	37,000,000.00
Bond Proceeds	37,000,000.00
Total Interest	8,697,583.69
Net Interest	8,845,583.69
Total Debt Service	45,697,583.69
Maximum Annual Debt Service	3,446,021.50
Average Annual Debt Service	2,445,537.41
Underwriter's Fees (per $1000)	
Average Takedown	
Other Fee	4.000000
Total Underwriter's Discount	4.000000
Bid Price	99.600000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Bond Component	37,000,000.00	100.000	2.406%	9.771	30,461.15
	37,000,000.00			9.771	30,461.15

	TIC	All-In TIC	Arbitrage Yield
Par Value	37,000,000.00	37,000,000.00	37,000,000.00
+ Accrued Interest			
+ Premium (Discount)			
- Underwriter's Discount	-148,000.00	-148,000.00	
- Cost of Issuance Expense		-300,000.00	
- Other Amounts			
Target Value	36,852,000.00	36,552,000.00	37,000,000.00
Target Date	10/24/2019	10/24/2019	10/24/2019
Yield	2.422754%	2.519954%	2.375242%

BOND DEBT SERVICE

Gross Receipts Tax Revenue Bonds
Combined Series 2019 Financing (New Money + GRT_Lodgers Refunding)
Series 2019A
$37mm Total Financing Cost (New Money + GRT/Lodger's Tax Refunding)
Current Rates (August 27 2019) + 30bps

Dated Date 10/24/2019
Delivery Date 10/24/2019

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
01/01/2020			139,195.94	139,195.94	
07/01/2020	2,595,000	1.330%	373,959.25	2,968,959.25	3,108,155.19
01/01/2021			356,702.50	356,702.50	
07/01/2021	2,280,000	1.330%	356,702.50	2,636,702.50	2,993,405.00
01/01/2022			341,540.50	341,540.50	
07/01/2022	2,425,000	1.360%	341,540.50	2,766,540.50	3,108,081.00
01/01/2023			325,050.50	325,050.50	
07/01/2023	1,155,000	1.380%	325,050.50	1,480,050.50	1,805,101.00
01/01/2024			317,081.00	317,081.00	
07/01/2024	2,705,000	1.410%	317,081.00	3,022,081.00	3,339,162.00
01/01/2025			298,010.75	298,010.75	
07/01/2025	2,850,000	1.450%	298,010.75	3,148,010.75	3,446,021.50
01/01/2026			277,348.25	277,348.25	
07/01/2026	1,050,000	1.480%	277,348.25	1,327,348.25	1,604,696.50
01/01/2027			269,578.25	269,578.25	
07/01/2027	1,165,000	1.540%	269,578.25	1,434,578.25	1,704,156.50
01/01/2028			260,607.75	260,607.75	
07/01/2028	1,260,000	1.630%	260,607.75	1,520,607.75	1,781,215.50
01/01/2029			250,338.75	250,338.75	
07/01/2029	1,370,000	1.720%	250,338.75	1,620,338.75	1,870,677.50
01/01/2030			238,556.75	238,556.75	
07/01/2030	1,485,000	1.920%	238,556.75	1,723,556.75	1,962,113.50
01/01/2031			224,300.75	224,300.75	
07/01/2031	1,560,000	2.130%	224,300.75	1,784,300.75	2,008,601.50
01/01/2032			207,686.75	207,686.75	
07/01/2032	1,675,000	2.330%	207,686.75	1,882,686.75	2,090,373.50
01/01/2033			188,173.00	188,173.00	
07/01/2033	1,785,000	2.510%	188,173.00	1,973,173.00	2,161,346.00
01/01/2034			165,771.25	165,771.25	
07/01/2034	1,925,000	2.630%	165,771.25	2,090,771.25	2,256,542.50
01/01/2035			140,457.50	140,457.50	
07/01/2035	2,130,000	2.750%	140,457.50	2,270,457.50	2,410,915.00
01/01/2036			111,170.00	111,170.00	
07/01/2036	2,260,000	2.850%	111,170.00	2,371,170.00	2,482,340.00
01/01/2037			78,965.00	78,965.00	
07/01/2037	2,600,000	2.930%	78,965.00	2,678,965.00	2,757,930.00
01/01/2038			40,875.00	40,875.00	
07/01/2038	2,725,000	3.000%	40,875.00	2,765,875.00	2,806,750.00
	37,000,000		8,697,583.69	45,697,583.69	45,697,583.69

SUMMARY OF REFUNDING RESULTS

Gross Receipts Tax Revenue Bonds
Proposed Series 2019A Refunding (Refunds 2009A Bonds)
Current Rates (August 27 2019) + 30bps
GRT/Lodger's Tax Bonds (Series 2009A)

Dated Date	10/24/2019
Delivery Date	10/24/2019
Arbitrage yield	1.406507%
Escrow yield	0.000000%
Value of Negative Arbitrage	
Bond Par Amount	8,050,000.00
True Interest Cost	1.562294%
Net Interest Cost	1.556880%
Average Coupon	1.406767%
Average Life	3.331
Par amount of refunded bonds	7,955,000.00
Average coupon of refunded bonds	4.453552%
Average life of refunded bonds	3.403
PV of prior debt to 10/24/2019 @ 1.406507%	8,752,264.10
Net PV Savings	707,014.10
Percentage savings of refunded bonds	8.887669%
Percentage savings of refunding bonds	8.782784%

SAVINGS

Gross Receipts Tax Revenue Bonds
Proposed Series 2019A Refunding (Refunds 2009A Bonds)
Current Rates (August 27 2019) + 30bps
GRT/Lodger's Tax Bonds (Series 2009A)

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 10/24/2019 @ 1.4065074%
07/01/2020	1,448,488.01	1,361,309.28	87,178.73	86,373.56
07/01/2021	1,642,168.76	1,514,129.50	128,039.26	125,763.31
07/01/2022	1,725,168.76	1,595,243.50	129,925.26	125,666.31
07/01/2023	453,706.26	324,571.50	129,134.76	123,030.37
07/01/2024	1,936,806.26	1,805,845.50	130,960.76	123,001.03
07/01/2025	1,954,150.00	1,826,100.00	128,050.00	118,429.51
	9,160,488.05	8,427,199.28	733,288.77	702,264.10

Savings Summary

PV of savings from cash flow	702,264.10
Plus: Refunding funds on hand	4,750.00
Net PV Savings	707,014.10

SOURCES AND USES OF FUNDS

Gross Receipts Tax Revenue Bonds
Series 2019 Financing ($10mm Refunding)
Series 2019B
$10mm GRT Refunding
Current Rates (August 27 2019) + 30bps

Sources:	
Bond Proceeds:	
Par Amount	10,000,000.00
	10,000,000.00

Uses:	
Project Fund Deposits:	
Project Fund	9,660,000.00
Cost of Issuance:	
Other Cost of Issuance	300,000.00
Delivery Date Expenses:	
Underwriter's Discount	40,000.00
	10,000,000.00

Note: COI and UW Discount have been estimated

BOND DEBT SERVICE

Gross Receipts Tax Revenue Bonds
Series 2019 Financing ($10mm Refunding)
Series 2019B
$10mm GRT Refunding
Current Rates (August 27 2019) + 30bps

Dated Date	10/24/2019
Delivery Date	10/24/2019

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
01/01/2020			25,050.93	25,050.93	
07/01/2020	2,930,000	1.330%	67,301.00	2,997,301.00	3,022,351.93
01/01/2021			47,816.50	47,816.50	
07/01/2021	1,730,000	1.330%	47,816.50	1,777,816.50	1,825,633.00
01/01/2022			36,312.00	36,312.00	
07/01/2022	5,340,000	1.360%	36,312.00	5,376,312.00	5,412,624.00
	10,000,000		260,608.93	10,260,608.93	10,260,608.93

SUMMARY OF REFUNDING RESULTS

Gross Receipts Tax Revenue Bonds
Proposed Series 2019B Refunding (Refunds 2009B Bonds)
Current Rates (August 27 2019) + 30bps
GRT Bonds (Series 2009B)

Dated Date	10/24/2019
Delivery Date	10/24/2019
Arbitrage yield	1.335467%
Escrow yield	0.000000%
Value of Negative Arbitrage	
Bond Par Amount	8,950,000.00
True Interest Cost	1.723038%
Net Interest Cost	1.715609%
Average Coupon	1.335105%
Average Life	1.314
Par amount of refunded bonds	8,855,000.00
Average coupon of refunded bonds	4.833119%
Average life of refunded bonds	1.336
PV of prior debt to 10/24/2019 @ 1.335467%	9,262,892.74
Net PV Savings	313,142.74
Percentage savings of refunded bonds	3.536338%
Percentage savings of refunding bonds	3.498802%

SAVINGS

Gross Receipts Tax Revenue Bonds
Proposed Series 2019B Refunding (Refunds 2009B Bonds)
Current Rates (August 27 2019) + 30bps
GRT Bonds (Series 2009B)

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 10/24/2019 @ 1.3354674%
07/01/2020	4,238,732.78	4,156,824.58	81,908.20	81,214.77
07/01/2021	4,313,400.00	4,195,061.00	118,339.00	116,278.62
07/01/2022	874,650.00	755,132.00	119,518.00	115,399.35
	9,426,782.78	9,107,017.58	319,765.20	312,892.74

Savings Summary

PV of savings from cash flow	312,892.74
Plus: Refunding funds on hand	250.00
Net PV Savings	313,142.74

CITY OF ALBUQUERQUE
Albuquerque, New Mexico
Office of the Mayor

Mayor Tim Keller

INTER-OFFICE MEMORANDUM August 27, 2019

TO: Klarissa J. Peña, President - City Council

FROM: Tim Keller, Mayor TK

SUBJECT: Bond Ordinance: Authorizes the issuance and sale of $37,000,000 in Gross Receipts Tax (GRT)/Lodger's Tax Refunding and Improvement Revenue Bonds, Series 2019A and $10,000,000 in Gross Receipts Tax Refunding Revenue Bonds, Series 2019B.

The attached bond ordinance authorizes the issuance and sale of the City of Albuquerque, New Mexico Tax Refunding & Improvement Revenue Bonds in two (2) series: (1) GRT/Lodger's Tax Refunding & Improvement Revenue Bonds, Series 2019A - $37,000,000 and (2) GRT Refunding Revenue Bonds, Series 2019B - $10,000,000.

Based on current market conditions, it is estimated (1) the Series 2019A GRT/Lodger's Tax Refunding Revenue Bonds will pay off $7,955,000 (Series 2009A GRT/LT bonds) and provide approximately $707,014 (8.88%) net present value debt service savings and (2) the Series 2019B GRT Refunding Revenue Bonds will pay off $8,855,000 (Series 2009B GRT bonds) and provide approximately $313,143 (3.54%) net present value debt service savings, which far exceeds the traditional savings target of 3% achieved on refundings. However, exact savings cannot be determined until the time of pricing in early April 2019.

The Series 2019A GRT/Lodger's Tax Improvement Bonds will be issued as new money in the amount of $28,950,000 for tourist related capital projects. The projects will be determined and presented at Finance & Government Operations Committee on September 9, 2019.

The Series 2019 A & B will be sold at a negotiated sale on October 8, 2019 with closing on or about October 24, 2019. A floor substitute ordinance will be provided to the Council prior to adoption on September 16, 2019.

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

Bond Ordinance: Authorizes the issuance and sale of $37,000,000 in Gross Receipts Tax (GRT)/Lodger's Tax Refunding and Improvement Revenue Bonds, Series 2019A and $10,000,000 in Gross Receipts Tax Refunding Revenue Bonds, Series 2019B.

Approved:

8/29/19

Sarita Nair Date
Chief Administrative Officer

Approved as to Legal Form:

8-30-19

Esteban A. Aguilar, Jr. Date
City Attorney

Recommended:

Pamela Fanelli for Renee Martinez

Sanjay M. Bhakta Date
Chief Financial Officer

Recommended:

Lawrence Rael Date 8/30/19
Chief Operating Officer

Cover Analysis

1. What is it?

A bond ordinance that authorizes issuance and sale of $37,000,000 in Gross Receipts Tax (GRT)/Lodger's Tax Refunding and Improvement Revenue Bonds, Series 2019A and $10,000,000 in Gross Receipts Tax Refunding Revenue Bonds, Series 2019B.

2. What will this piece of legislation do?

The attached bond ordinance authorizes the issuance and sale of the City of Albuquerque, New Mexico Tax Refunding & Improvement Revenue Bonds in two series: (1) GRT/Lodger's Tax Refunding & Improvement Revenue Bonds, Series 2019A - $37,000,000 and (2) GRT Refunding Revenue Bonds, Series 2019B - $10,000,000.

3. Why is this project needed?

Based on current market conditions, it is estimated (1) the Series 2019A GRT/Lodger's Tax Refunding Revenue Bonds will pay off $7,955,000 (Series 2009A GRT/LT bonds) and provide approximately $707,014 (8.88%) net present value debt service savings and (2) the Series 2019B GRT Refunding Revenue Bonds will pay off $8,855,000 (Series 2009B GRT bonds) and provide approximately $313,143 (3.54%) net present value debt service savings, which far exceeds the traditional savings target of 3% achieved on refinancings. However, exact savings cannot be determined until the time of pricing in early October 2019.

The Series 2019A GRT/Lodger's Tax Improvement Bonds will be issued as new money in the amount of $28,950,000 for tourist related capital projects. The projects will be determined and presented at Finance & Government Operations Committee on September 9, 2019.

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

The Series 2019A GRT/Lodger's Tax Refunding & Improvement Revenue Bonds will be paid by lodger's tax and the Series 2019B GRT Bonds debt service will be paid by gross receipts tax. Both series of bonds will have a Gross Receipts Tax pledge on the bonds.

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

No revenue sources associated with these bonds.

FISCAL IMPACT ANALYSIS

TITLE: AUTHORIZING THE ISSUANCE AND SALE OF $47,000,000 CITY OF ALBUQUERQUE, NM, GROSS RECEIPTS TAX/LODGER'S TAX REFUNDING & IMPROVEMENT REVENUE BONDS, SERIES 2019A - $37,000,000 & GROSS RECEIPTS TAX REFUNDING REVENUE BONDS, SERIES 2019B - $10,000,000

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.

[x] (If Applicable) The estimated fiscal impact (defined as impact over and above existing appropriations) of this legislation is as follows:

		Fiscal Years			
		2020	2021	2022	Total
Base Salary/Wages					-
Fringe Benefits	35.54%	-	-	-	-
Subtotal Personnel		-	-	-	-
Operating Expenses			-		-
Debt Service		1,513,155	3,308,408	$ 2,963,081	7,784,644
					-
Property			-	-	-
Indirect Costs	2.50%	-	-	-	-
Total Expenses		$ 1,513,155	$ 3,308,408	$ 2,963,081	$ 7,784,644
[ ] Estimated revenues not affected					
[x] Estimated revenue impact					
Revenue from Fund 405		1,513,155	3,308,408	$ 2,963,081	7,784,644
Amount of Grant					
City Cash Match -Fund 405					
City In-kind Match					
City IDOH		-	-	-	-
Total Revenue		$ 1,513,155	$ 3,308,408	$ 2,963,081	$ 7,784,644

These estimates do not include any adjustment for inflation.
* Range if not easily quantifiable.

Number of Positions created

COMMENTS: Based on current market conditions, it is estimated (1) the Series 2019A GRT/Lodger's Tax Refunding Revenue Bonds would pay off $7,955,000 (Series 2009A GRT/LT bonds) and provide approximately $707,014 (8.88%) net present value debt service savings and (2) the Series 2019B GRT Refunding Revenue Bonds would pay off $8,855,000 (Series 2009B GRT bonds) and provide approximately $313,143 (3.54%) net present value debt service savings. The Series 2019A GRT/Lodger's Tax Improvement Bonds will be issued as new money in the amount of $28,950,000 for tourist related capital projects. The projects will be determined and presented at Finance & Government Operations Committee on September 9, 2019. The only impact will be to the debt service Fund 405. Additional debt service will be required for the new money piece of the GRT/LT Series 2019 A - $28,950,000 for tourist related capital projects. Please see Attachment 1 for debt service schedules and savings details.

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

PREPARED BY:

FISCAL ANALYST

APPROVED:

8/29/2019

DIRECTOR (date)

REVIEWED BY:

8/29/2019

EXECUTIVE BUDGET ANALYST

BUDGET OFFICER (date)

CITY ECONOMIST