

1 **CITY of ALBUQUERQUE**
2 **TWENTY-FOURTH COUNCIL**
3

4 COUNCIL BILL NO. O-20-31 ENACTMENT NO. _____

5 SPONSORED BY: Isaac Benton, by request
6

7 **ORDINANCE**

8 **AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF ALBUQUERQUE,**
9 **NEW MEXICO TRANSPORTATION INFRASTRUCTURE GROSS RECEIPTS TAX**
10 **IMPROVEMENT REVENUE BONDS, SERIES 2020 IN AN AGGREGATE PRINCIPAL**
11 **AMOUNT NOT TO EXCEED \$50,000,000 FOR THE PURPOSE OF (1) FINANCING**
12 **THE COST OF DESIGNING, DEVELOPING, CONSTRUCTING, RECONSTRUCTING,**
13 **REHABILITATING, RENOVATING, MODERNIZING, SIGNING, ENHANCING AND**
14 **OTHERWISE IMPROVING TRANSPORTATION SYSTEMS, INCLUDING ROAD**
15 **INFRASTRUCTURE IMPROVEMENTS, TRAILS AND BIKEWAYS AND TRANSIT,**
16 **FOR THE BENEFIT OF THE CITY (2) FUNDING THE CAPITALIZED INTEREST**
17 **FUND, AND (3) PAYING EXPENSES RELATED TO ISSUANCE OF THE BONDS;**
18 **PROVIDING FOR THE PAYMENT OF THE SERIES 2020 BONDS FROM**
19 **TRANSPORTATION INFRASTRUCTURE TAX REVENUES IMPOSED PURSUANT**
20 **TO CITY ORDINANCE NO. O-20-14 ENACTMENT NO. O-2020-016 ADOPTED ON**
21 **MAY 18, 2020; APPROVING THE DELEGATION OF AUTHORITY TO MAKE**
22 **CERTAIN DETERMINATIONS REGARDING THE SALE OF THE SERIES 2020**
23 **BONDS PURSUANT TO THE SUPPLEMENTAL PUBLIC SECURITIES ACT;**
24 **PROVIDING FOR THE TERMS AND OTHER DETAILS CONCERNING THE SERIES**
25 **2020 BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO THE**
26 **SERIES 2020 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN; REPEALING**
27 **ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE; AUTHORIZING THE**
28 **TAKING OF OTHER ACTIONS IN CONNECTION WITH THE ISSUE AND SALE OF**
29 **THE SERIES 2020 BONDS.**

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

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

4 WHEREAS, the City has Home Rule Powers; and

5 WHEREAS, pursuant to Section 7-19D-9, NMSA 1978 and City Ordinance No.
6 O-20-14, Enactment No. 2020-016 adopted on May 18, 2020, the City has imposed the
7 Transportation Infrastructure Tax; and

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

12 WHEREAS, on the date of adoption of this Bond Ordinance, no portion of the
13 Transportation Infrastructure Tax Revenues has been pledged to the payment of any
14 other obligations; and

15 WHEREAS, the City desires to issue and sell the Series 2020 Bonds in an
16 aggregate principal amount not to exceed \$50,000,000 to pay the cost and expenses of
17 the Project (including reimbursing the City with all or a portion of the proceeds of the
18 Series 2020 Bonds for the use of legally available moneys of the City previously
19 expended to pay a portion of the costs of the Project); and

20 WHEREAS, the Series 2020 Bonds shall be secured by a first (but not an
21 exclusive first) lien on the Pledged Revenues; and

22 WHEREAS, the Act provides that any law which authorizes the pledge of any or
23 all of the Pledged Revenues to the payment of any revenue bonds issued pursuant to
24 the Act or which affects the Pledged Revenues, or any law supplemental thereto or
25 otherwise appertaining thereto, shall not be repealed or amended or otherwise directly
26 or indirectly modified in such a manner as to impair adversely any such outstanding
27 revenue bonds, including the Series 2020 Bonds, unless such outstanding revenue
28 bonds, including the Series 2020 Bonds, have been discharged in full or provision has
29 been fully made therefor; and

30 WHEREAS, the City is authorized by the Act to issue and sell the Series 2020
31 Bonds to accomplish the Project; and

1 WHEREAS, the Council has determined that it is in the best interest of the City
2 and its residents that the Series 2020 Bonds be issued, in part, for the construction,
3 acquisition and installation of the Project; and

4 WHEREAS, the Council determines that it is in the best interest of the City and
5 its residents to sell the Series 2020 Bonds to the Investment Bankers at the sale price,
6 and on the terms set forth in the Sale Certificate and the Bond Purchase Agreement;
7 and

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

- 10 (1) the form of Bond Purchase Agreement;
- 11 (2) the form of Continuing Disclosure Undertaking; and
- 12 (3) the form of Preliminary Official Statement.

13 WHEREAS, all required authorizations, consents or approvals of any State
14 governmental body, agency or authority for the authorization, execution and delivery of
15 the Series 2020 Bonds which are required to have been obtained by the date of the
16 adoption of the Bond Ordinance have been obtained, and which will be required to be
17 obtained prior to the Closing Date, will have been obtained by that Closing Date.

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

20 SECTION 1. DEFINITIONS AND RULES OF CONSTRUCTION.

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

23 ACT. Sections 3-31-1 to 3-31-12 and 6-14-8 to 6-14-12 NMSA 1978, as
24 amended, the City Charter, the Home Rule Powers and all enactments of the Council,
25 including the Bond Ordinance, relating to the issuance of the Series 2020 Bonds.

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

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

4 BOND INSURANCE POLICY. A municipal bond insurance policy issued
5 by a Credit Source insuring the payment when due of the principal of and interest on
6 Series 2020 Bonds.

7 BOND ORDINANCE. This ordinance, being City Twenty-Fourth Council
8 Bill No. O-20-____, as amended or supplemented from time to time.

9 BOND PURCHASE AGREEMENT. The Bond Purchase Agreement
10 among the City and the Investment Bankers relating to the sale of the Series 2020
11 Bonds to the Investment Bankers.

12 BOND REGISTER. The books maintained by the Registrar for the
13 registration, transfer and exchange of the Series 2020 Bonds.

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

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

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

22 CLOSING DATE. The date of the original issue, sale and delivery to the
23 Investment Bankers or their designee of the Series 2020 Bonds.

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

29 COMPLETION DATE. The date of completion of the construction,
30 acquisition and installation of the Project or, as to that portion of the Project to be
31 funded by the Series 2020 Bonds and as certified pursuant to Section 16.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 CONTINUING DISCLOSURE UNDERTAKING. The undertaking of the
2 City for the benefit of Owners and beneficial owners pursuant to which the City will
3 agree that, while the Series 2020 Bonds are Outstanding, the City will annually provide
4 certain financial information and operating data and will provide notice of certain events
5 in accordance with Rule 15c2-12 promulgated under the Securities Exchange Act of
6 1934, as amended.

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

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

10 CREDIT FACILITY. A letter of credit, line of credit, Bond Insurance Policy
11 or Surety Bond, guaranty or similar agreement provided by a Credit Source to provide
12 support to pay the purchase price of, or the payment when due of the principal of and
13 interest on, a series of Obligations.

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

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

18 DEBT SERVICE REQUIREMENTS. With respect to Series 2020 Bonds,
19 as applicable, and for any given period, the sum of: (1) the amount required to pay the
20 interest, or to make reimbursements for payments of interest, becoming due on the
21 Series 2020 Bonds during that period, plus (2) the amount required to pay the principal
22 or accreted value, or to make reimbursements for the payment of principal or accreted
23 value, becoming due on Series 2020 Bonds during that period, whether at maturity, an
24 accretion term date or upon mandatory sinking fund redemption dates, plus (3) the
25 periodic payments required to be made by the City pursuant to a qualified exchange
26 agreement minus (4) the periodic payments to be received by the City pursuant to a
27 qualified exchange agreement. No payments required for any Series 2020 Bonds which
28 may be tendered or otherwise presented for payment at the option or demand of the
29 owners or holders of the Series 2020 Bonds, or which may occur because of the
30 exercise of an option by the City, or which may otherwise become due by reason of any
31 other circumstance or contingency, including acceleration or exchange termination

1 payments, which constitute other than regularly scheduled payments of principal,
2 accreted value, interest or other regularly scheduled payments on the Series 2020
3 Bonds shall be included in any computation of Debt Service Requirements for that
4 period.

5 Unless, at the time of computation of Debt Service Requirements, payments on
6 the Series 2020 Bonds are owed to, or the Series 2020 Bonds are owned or held by,
7 the provider of a Credit Facility pursuant to the provisions of that Credit Facility, the
8 computation of interest for the purposes of this definition shall be made without
9 considering the interest rate payable pursuant to a Credit Facility.

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

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

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 DEPOSITORY. The following registered securities depository: The
2 Depository Trust Company, 570 Washington Boulevard, Jersey City, New Jersey
3 07310, <http://www.dtcc.com>; or in accordance with then-current guidelines of the United
4 States Securities and Exchange Commission, to such other addresses and/or such
5 other securities depositories, or no such depositories, as an Authorized Officer may
6 designate in a certificate of the City.

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

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

14 EVENT OF DEFAULT. Any of the events set forth in Section 27.

15 EXPENSES. The reasonable and necessary fees, costs and expenses
16 incurred by the City in connection with the issuance of the Series 2020 Bonds and any
17 transaction or event contemplated by the Series 2020 Bonds and the Bond Ordinance
18 including, without limitation: (i) costs of advertising and publication of legislation relating
19 to the Series 2020 Bonds; (ii) costs of printing certificates for the Series 2020 Bonds
20 and any disclosure documents; (iii) legal fees and expenses; (iv) fees and expenses of
21 any (a) fiscal service providers, (b) underwriter (including underwriter's discount), (c)
22 financial advisor, (d) Independent Accountant, and (e) Qualified Counterparty; (v)
23 disclosure matters pertaining or allocable to, the Series 2020 Bonds; and (vi) all
24 reasonable and necessary fees and administrative costs of the City relating to the
25 foregoing.

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

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

5 GOVERNMENT OBLIGATIONS. Direct obligations of, or obligations the
6 principal of and interest on which are unconditionally guaranteed by, the United States
7 of America or certificates or receipts established by the United States Government or its
8 agencies or instrumentalities representing direct ownership of future interests or
9 principal payments on direct obligations of, or obligations fully guaranteed by, the United
10 States of America or any of its agencies or instrumentalities the obligations of which are
11 backed by the full faith and credit of the United States, which obligations are held by a
12 custodian in safekeeping on behalf of the holders of such receipts, and rated or
13 assessed in its highest Rating Category by S&P, if then rating the Series 2020 Bonds,
14 Moody's, if then rating the Series 2020 Bonds, and Fitch, if then rating the Series 2020
15 Bonds.

16 GROSS RECEIPTS TAX INCOME FUND. The "City of Albuquerque
17 Transportation Infrastructure Gross Receipts Tax Income Fund" created in Section 15 of
18 the Bond Ordinance.

19 HOLD HARMLESS DISTRIBUTION. The distribution to the City made
20 pursuant to Section 7-1-6.46 NMSA 1978, as that distribution relates to the one-fourth of
21 one percent (1/4%) increment of municipal gross receipts tax imposed on all persons
22 engaging in business in the City by City Ordinance No. O-20-14, Enactment No. O-
23 2020-016, adopted May 16, 2020, which revenues are reduced pursuant to the
24 deductions under Sections 7-9-92 and 7-9-93 NMSA 1978; provided that the
25 percentage of such distribution decreases annually as provided in Section 7-1-6.46
26 NMSA 1978 each year beginning on July 1, 2015 until the distribution is eliminated after
27 July 1, 2029.

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

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

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

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

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

20 INVESTMENT BANKERS. Robert W. Baird & Co. Incorporated and Wells
21 Fargo Securities, or their successor, or as provided in the Sale Certificate.

22 MATURITY DATE. The date or dates on which the Series 2020 Bonds
23 mature.

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

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 OBLIGATIONS. Parity Obligations (including the Series 2020 Bonds) and
2 Subordinate Obligations.

3 OFFICIAL STATEMENT. The final disclosure document relating to the
4 sale of the Series 2020 Bonds (including the cover page and all summary statements,
5 appendices and other materials included or incorporated by reference or attached
6 thereto), as amended or supplemented.

7 OUTSTANDING. When used in reference to Series 2020 Bonds, on any
8 particular date, the aggregate of all Series 2020 Bonds issued and delivered under the
9 applicable City ordinance or resolution authorizing the issuance of the Series 2020
10 Bonds, except:

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

13 (2) those which have been paid or are deemed to be paid in
14 accordance with the City ordinance or resolution authorizing the issuance of the
15 applicable Series 2020 Bonds, or otherwise relating thereto, provided that the payment
16 of Insured Series 2020 Bonds with the proceeds of a Bond Insurance Policy shall not
17 result in those Insured Series 2020 Bonds ceasing to be Outstanding;

18 (3) in the case of Variable Rate Series 2020 Bonds, any Series
19 2020 Bonds deemed tendered but not yet presented for payment; and

20 (4) those in lieu of or in exchange or substitution for which other
21 Series 2020 Bonds shall have been delivered, unless proof satisfactory to the City and
22 the Paying Agent for the applicable Series 2020 Bonds is presented that any Series
23 2020 Bonds for which new Series 2020 Bonds were issued or exchanged are held by a
24 bona fide holder or in due course.

25 OWNER. The registered owner of a Series 2020 Bond as shown, from
26 time to time, on the registration books for the Series 2020 Bonds maintained by the
27 relevant registrar for the City.

28 PARITY OBLIGATIONS. The Series 2020 Bonds and bonds or other debt
29 obligations issued with a lien on Pledged Revenues on parity with the lien thereon of the
30 Series 2020 Bonds.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 PAYING AGENT. The City Treasurer or other agent for the City for the
2 payment of the Series 2020 Bonds and any co-paying agent or successor paying agent
3 which is a trust company, national or state banking association or financial institution
4 appointed by resolution of the Council or by an Authorized Officer from time to time.

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

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

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

15 PLEGGED REVENUES. The revenues derived from (i) the one-fourth of
16 one percent (1/4%) increment of municipal gross receipts tax imposed on all persons
17 engaging in business in the City by City Ordinance No. O-20-14, Enactment No. O-
18 2020-016, adopted May 16, 2020, with an effective date of July 1 2020, which tax
19 equals, subject to the exemptions specified in Section 7-19D-9 NMSA 1978, one-fourth
20 of one percent (1/4%) of the gross receipts of all persons engaging in business in the
21 City for the month in which the tax is distributed to the City and (ii) the Hold Harmless
22 Distribution; provided that the City intends that Section 3-31-6(C) NMSA 1978 applies
23 expressly to the amount of revenues pledged pursuant to the Bond Ordinance (the City
24 is not pledging and the term "Pledged Revenues" does not include the state-shared
25 gross receipts tax or any other local option gross receipts tax income received by the
26 City).

27 PRELIMINARY OFFICIAL STATEMENT. The initial disclosure document
28 relating to the sale of the Series 2020 Bonds (including the cover page and all summary
29 statements, appendices and other materials included or incorporated by reference or
30 attached thereto), as amended or supplemented.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

4 PROJECT. Designing, developing, constructing, reconstructing,
5 rehabilitating, renovating, modernizing, signing, enhancing and otherwise improving
6 transportation systems, including road infrastructure improvements, trails and bikeways
7 and transit, for the benefit of the City.

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

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

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

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

20 REGISTRAR. The Treasurer or other agent for the City for the transfer
21 and exchange of the Series 2020 Bonds and any co-registrar or successor registrar
22 which is a trust company, national or state banking association or financial institution
23 appointed by resolution of the Council or by an Authorized Officer from time to time.

24 RELATED DOCUMENTS. The Bond Purchase Agreement, the
25 Continuing Disclosure Undertaking, and any other documents relating to the Series
26 2020 Bonds identified and approved in the Bond Ordinance.

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

30 SALE CERTIFICATE. One or more certificates executed by the Chief
31 Financial Officer, Director of the Department of Finance and Administrative Services or

1 the City Treasurer dated on or before the date of delivery of the Series 2020 Bonds,
2 setting forth the following final terms of the Series 2020 Bonds: (i) the interest and
3 principal payment dates; (ii) the principal amounts, denominations and maturity
4 amortization; (iii) the sale prices; (iv) the interest rate or rates; (v) the interest payment
5 periods; (vi) the redemption and tender provisions; (vii) the creation of any capitalized
6 interest fund or a debt service reserve account, including the size and funding of such
7 fund(s); (viii) the amount of underwriting discount, if any; and (ix) the final terms of
8 agreements, if any, with agents or service providers required for the purchase, sale,
9 issuance and delivery of the Series 2020 Bonds, all subject to the parameters and
10 conditions contained in this Bond Ordinance.

11 SERIES 2020 BONDS. The “City of Albuquerque, New Mexico
12 Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds, Series
13 2020.”

14 SERIES 2020 ACQUISITION/CONSTRUCTION FUND. The “City of
15 Albuquerque, New Mexico Transportation Infrastructure Gross Receipts Tax
16 Improvement Revenue Bonds, Series 2020 Acquisition/Construction Fund” created in
17 Section 15.

18 SERIES 2020 CAPITALIZED INTEREST FUND. The “City of Albuquerque
19 Transportation Infrastructure Gross Receipts Tax Capitalized Interest Fund” created in
20 Section 15 of the Bond Ordinance.

21 SERIES 2020 DEBT SERVICE FUND. The “City of Albuquerque, New
22 Mexico Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds,
23 Series 2020 Debt Service Fund” created in Section 15.

24 SPECIAL RECORD DATE. A date established for payment of overdue
25 interest on Series 2020 Bonds by the Paying Agent pursuant to Section 5.(B).

26 STATE. The State of New Mexico.

27 SUBORDINATE OBLIGATIONS. Bonds or other debt obligations
28 hereafter issued or incurred with a lien on the Pledged Revenues subordinate to the lien
29 of the Series 2020 Bonds on the Pledged Revenues.

30 SURETY BOND. Any policy of insurance or surety bond with respect to a
31 series of Series 2020 Bonds guaranteeing certain payments into a debt service reserve

1 account or similar account with respect to that series of Series 2020 Bonds, purchased
2 to satisfy, in whole or in part, the reserve requirement for that series or to replace any
3 money on deposit in a debt service reserve account or similar account.

4 VARIABLE INTEREST RATE. An interest rate which varies or fluctuates
5 from time to time.

6 VARIABLE RATE OBLIGATIONS. Series 2020 Bonds, including
7 reimbursement obligations pursuant to a Credit Facility, the interest rate on which is
8 subject to change from time to time.

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

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

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

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

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

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

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

26 SECTION 2. RATIFICATION. All actions previously taken (not inconsistent with
27 the provisions of the Bond Ordinance) by the Council and the officers of the City,
28 directed toward (1) the Project and (2) the issuance and sale of the Series 2020 Bonds
29 are ratified, approved and confirmed.

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (A) The Pledged Revenues may lawfully be pledged to secure the
2 Series 2020 Bonds to the extent and in the manner provided in the Bond Ordinance.

3 (B) The Series 2020 Bonds will be issued pursuant to the Act.

4 (C) The issuance of the Series 2020 Bonds and the construction,
5 acquisition and installation of the Project are in the interest of the public health, safety
6 and welfare of the residents of the City.

7 (D) The exact principal amounts of the Series 2020 Bonds, the interest
8 rates and sale prices of the Series 2020 Bonds will be established in the Sale
9 Certificate, but in no event shall the net effective interest rate on the Series 2020 Bonds
10 exceed twelve percent (12%) per annum as required by Section 6-14-3 NMSA 1978.

11 SECTION 4. AUTHORIZATIONS.

12 (A) AUTHORIZATION OF SERIES 2020 BONDS AND PROCEEDS
13 OF SERIES 2020 BONDS. This Bond Ordinance has been adopted by the affirmative
14 vote of at least three-quarters of the members of the Council. For the purpose of
15 protecting the public health, conserving the property, protecting the general welfare and
16 prosperity of the residents of the City, it is declared necessary that the City issue its
17 negotiable, fully registered Series 2020 Bonds pursuant to the Act, as set forth in this
18 Bond Ordinance. The Series 2020 Bonds are designated as the “City of Albuquerque,
19 New Mexico Transportation Infrastructure Gross Receipts Tax Improvement Revenue
20 Bonds, Series 2020,” provided that changes may be made in the designation to better
21 identify the Series 2020 Bonds. The issuance of the Series 2020 Bonds in an
22 aggregate principal amount not to exceed \$50,000,000 is authorized and approved.
23 The negotiated sale of the Series 2020 Bonds to the Investment Bankers shall be
24 approved in the Sale Certificate and Bond Purchase Agreement. The underwriter’s
25 discount on the Bonds shall not exceed 1% of the aggregate principal amount of the
26 Bonds. The final maturity of the Series 2020 Bonds shall be no later than July 1, 2040.

27 Proceeds of the Series 2020 Bonds may also be used to pay Expenses.

28 (B) PROJECT. The Project is authorized and approved. The Project
29 will include designing, developing, constructing, reconstructing, rehabilitating,
30 renovating, modernizing, signing, enhancing and otherwise improving transportation

1 systems, including road infrastructure improvements, trails and bikeways and transit, for
2 the benefit of the City.

3 In accordance with United States Treasury Regulation Section 1.150-2,
4 the City presently intends and reasonable expects to reimburse itself with all or a portion
5 of the proceeds of the Series 2020 Bonds for capital expenditures on the Project initially
6 financed or to be financed with legally available funds of the City. All of the capital
7 expenditures covered by this paragraph were or will be made on or after the date that is
8 60 days prior to the effective date of this Ordinance.

9 (C) EXPENSES. The payment of Expenses is authorized and
10 approved.

11 SECTION 5. SERIES 2020 BONDS.

12 (A) DETAILS. The Series 2020 Bonds shall be issued in an aggregate
13 principal amount not to exceed \$50,000,000, and shall be dated the initial date of
14 delivery to the Investment Bankers. The Series 2020 Bonds shall be issued as fully
15 registered bonds and shall be numbered with such prefixes or other distinguishing
16 designations as the Registrar may determine necessary or appropriate to distinguish
17 one Series 2020 Bond from another. The Series 2020 Bonds shall be issued in
18 Authorized Denominations and shall bear interest on the basis of a 360-day year and
19 twelve 30-day months from the most recent date to which interest has been paid or
20 provided for or, if no interest has been paid or provided for, from their date until maturity
21 or prior redemption, payable semiannually on January 1 and July 1 of each year in the
22 years, amounts and interest rates as set forth in the Sale Certificate.

23 The net effective interest rate on the Series 2020 Bonds shall not exceed
24 twelve percent (12%).

25 (B) PAYMENT OF SERIES 2020 BONDS; TRANSFERS TO PAYING
26 AGENT. Payments on the Series 2020 Bonds shall be made in such coin or currency of
27 the United States of America as, at the respective times of payment, is legal tender for
28 the payment of public and private debts. The City shall transfer funds to the Paying
29 Agent for the Series 2020 Bonds on a timely basis so that the Paying Agent may make
30 payments of the principal of, premium, if any, and interest on Series 2020 Bonds, when
31 due, to the Owners and comply with the requirements of any Insurer relating to

1 payments of Series 2020 Bonds. As soon as known to the City, the City shall notify the
2 Paying Agent if there is or will be an insufficient amount of money available to pay
3 principal and interest on the Series 2020 Bonds when due.

4 The principal of and premium, if any, on the Series 2020 Bonds shall be
5 payable to the Owners upon presentation and surrender of their Series 2020 Bonds at
6 the principal office of the Paying Agent.

7 Interest on the Series 2020 Bonds shall be payable on each Interest
8 Payment Date by the Paying Agent by check mailed on the date on which due to the
9 Owners at the close of business on the Record Date for such Interest Payment Date to
10 the registered addresses of Owners appearing on the registration books for the Series
11 2020 Bonds. In the case of any Owner of Series 2020 Bonds in an aggregate principal
12 amount in excess of \$1,000,000 as shown on the registration books who, prior to the
13 Record Date for the Series 2020 Bonds next preceding any Interest Payment Date, has
14 provided the Paying Agent with wire transfer instructions, interest shall be paid in
15 immediately available funds in accordance with the wire transfer instructions provided
16 by that Owner.

17 If and to the extent that the City fails to make payment or provision for
18 payment of interest on any Series 2020 Bond on any Interest Payment Date, interest
19 shall continue to accrue on that Series 2020 Bond but shall cease to be payable to the
20 Owner of that Series 2020 Bond as of the applicable Record Date. When money
21 becomes available for payment of the interest, (i) the Registrar shall establish a Special
22 Record Date for the payment of that interest which shall be not more than 15 nor fewer
23 than 10 days prior to the date of the proposed payment, and (ii) the Registrar shall give
24 notice by first-class mail of the proposed payment and of the Special Record Date to
25 each Owner not less than 10 days prior to the Special Record Date and, thereafter, the
26 interest shall be payable to the Owners at the close of business on the Special Record
27 Date.

28 While a Depository or its nominee is the owner of the Series 2020 Bonds,
29 principal and interest payments on the Series 2020 Bonds shall be made to the
30 Depository, or its nominee, as required by the Depository.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (C) BOOK-ENTRY. The Series 2020 Bonds shall initially be issued or
2 registered in book-entry form, from time to time, with a Depository acting as securities
3 depository for the Series 2020 Bonds with no physical distribution of bond certificates
4 made to the public. A single certificate for each maturity date of each of the Series
5 2020 Bonds issued in book-entry form shall be delivered to such Depository and
6 immobilized in its custody. The book-entry system shall evidence ownership of Series
7 2020 Bonds in Authorized Denominations, with transfer of ownership effected on the
8 books of the Depository and its participants (“Participants”). As a condition to delivery
9 of Series 2020 Bonds in book-entry form, the purchaser of the Series 2020 Bonds shall,
10 immediately after acceptance of delivery thereof, deposit those Series 2020 Bonds
11 certificates with such Depository, registered in the name of such Depository or its
12 nominee. Principal, premium, if any, and interest will be paid to such Depository or its
13 nominee as the registered Owner of those Series 2020 Bonds. The transfer of principal
14 and interest payments to Participants shall be the responsibility of such Depository; the
15 transfer of principal and interest payments to the beneficial owners of Series 2020
16 Bonds (the “Beneficial Owners”) shall be the responsibility of such Participants and
17 other nominees of Beneficial Owners maintaining a relationship with Participants (the
18 “Indirect Participants”). The City shall not be responsible or liable for maintaining,
19 supervising or reviewing the records maintained by such Depository, Participants or
20 Indirect Participants.

21 If (i) the Series 2020 Bonds are not eligible for the services of the
22 institution which has been acting as the Depository for the Series 2020 Bonds, (ii) the
23 institution that has been acting as the Depository determines to discontinue its services
24 with respect to the Series 2020 Bonds or (iii) the City determines that a continuation of
25 the system of book-entry transfers through the institution that has been acting as the
26 Depository ceases to be beneficial to the City or the Beneficial Owners, the City shall
27 either identify another Depository or certificates shall be delivered to Beneficial Owners
28 or their nominees. In the event of the discontinuation of the book-entry system for the
29 Series 2020 Bonds, the Beneficial Owners or their nominees, upon authentication of the
30 Series 2020 Bonds and registration of the Series 2020 Bonds in the Beneficial Owners’
31 or nominees’ names, shall become the Owners for all purposes. The City shall mail an

1 appropriate notice to the Depository for notification to Participants, Indirect Participants
2 and Beneficial Owners of the substitute Depository or the issuance of bond certificates
3 to Beneficial Owners or their nominees, as applicable.

4 Notwithstanding any other provision of the Bond Ordinance to the
5 contrary, as long as all Series 2020 Bonds are registered in the name of a Depository or
6 its nominee, all payments with respect to principal of, redemption premium, if any, and
7 interest on those Series 2020 Bonds, and all notices with respect to those Series 2020
8 Bonds, shall be made and given by the Paying Agent or the City to the Depository, by
9 the Depository to its Participants or Indirect Participants and by the Participants and
10 Indirect Participants to the Beneficial Owners.

11 (D) SERIES 2020 BONDS NOT PRESENTED FOR PAYMENT. If any
12 Series 2020 Bonds are not presented for payment when the principal becomes due
13 either at maturity or at the date fixed for redemption thereof or otherwise, or if any check
14 or draft mailed to an Owner in connection with a payment of interest on any Series 2020
15 Bonds is not cashed by an Owner, and an amount sufficient to pay those Series 2020
16 Bonds or interest is held by the Paying Agent for the benefit of the Owners, the Paying
17 Agent shall segregate and hold such money in trust without liability for interest on that
18 money to the Owners, for the benefit of the Owners of the applicable Series 2020
19 Bonds, who shall, except as provided in the following paragraph, then be restricted to
20 only the amounts segregated for the satisfaction of any claim relating to that payment
21 on such Series 2020 Bonds.

22 Any money which the Paying Agent segregates and holds in trust for the
23 payment of the principal of, premium or interest on Series 2020 Bonds which remains
24 unclaimed for three years after such payment has become due shall be paid to the City.
25 After the payment of such unclaimed money to the City, the Owners shall look only to
26 the City for the payment of those Series 2020 Bonds.

1 SECTION 6. REDEMPTION OF SERIES 2020 BONDS.

2 (A) OPTIONAL REDEMPTION. All or any portion of the Series 2020
3 Bonds may be subject to optional redemption prior to their stated maturities at a
4 redemption price and on the dates established therefor in the Sale Certificate.

5 If subject to optional redemption, unless money sufficient to pay the
6 principal of and premium, if any, on the Series 2020 Bonds to be redeemed pursuant to
7 this Section 6.(A) is received by the Paying Agent prior to the giving of notice of
8 redemption in accordance with Section 6.(D), that notice shall state that the redemption
9 is conditional upon the receipt of that money by the Paying Agent by 2:00 p.m.,
10 prevailing Mountain Time, on the redemption date. If an amount sufficient to redeem all
11 Series 2020 Bonds called for redemption is not received by that time (i) the Paying
12 Agent shall redeem only those Series 2020 Bonds for which the redemption price was
13 received, (ii) the Series 2020 Bonds to be redeemed shall be selected in the manner set
14 forth in Section 6.(C) and (iii) the redemption notice shall have no effect with respect to
15 those Series 2020 Bonds for which the redemption price was not received and those
16 Series 2020 Bonds shall not be redeemed. The Registrar shall give notice to the
17 Owners of the Series 2020 Bonds previously called for redemption which shall not be
18 redeemed, in the manner in which notice of redemption was given, identifying the Series
19 2020 Bonds which shall not be redeemed, stating that the redemption did not take place
20 with respect to those Series 2020 Bonds and shall promptly return any Series 2020
21 Bonds which shall not be redeemed which were previously delivered by the Owners of
22 those Series 2020 Bonds.

23 (B) MANDATORY SINKING FUND REDEMPTION.

24 The Series 2020 Bonds may be subject to mandatory sinking fund
25 redemption as provided in the Sale Certificate.

26 (C) PARTIAL REDEMPTION. If less than all of the Outstanding Series
27 2020 Bonds are to be redeemed, the Maturity Dates of the Series 2020 Bonds to be
28 redeemed shall be selected by the City. If less than all Series 2020 Bonds of a given
29 Maturity Date are redeemed, the Series 2020 Bonds of that Maturity Date to be
30 redeemed shall be selected by lot in such manner as determined by the Fiscal Agent.
31 However, the portion of any Series 2020 Bonds to be redeemed and the portion of any

1 Series 2020 Bonds not redeemed shall both be in Authorized Denominations. If, as
2 indicated in a certificate of an Authorized Officer delivered to the Fiscal Agent, the City
3 has offered to purchase all Series 2020 then Outstanding and less than all of the Series
4 2020 Bonds, as the case may be, have been tendered to the City for purchase, the
5 Fiscal Agent, at the direction of an Authorized Officer, shall select for redemption all, or
6 any part designated by the City, of the Series 2020 Bonds which have not been
7 tendered.

8 In selecting Series 2020 Bonds for redemption, the Fiscal Agent shall treat
9 each Series 2020 Bond as representing that number of Series 2020 Bonds which is
10 obtained by dividing the principal amount of any Series 2020 Bond by the minimum
11 Authorized Denomination. If it is determined that one or more, but not all, of the units of
12 principal amount represented by any Series 2020 Bond is to be called for redemption,
13 then, upon notice of intention to redeem such unit or units, the Owner of such Series
14 2020 Bond (except with respect to Series 2020 Bonds registered to a Depository or its
15 nominee, in which case a notation as to the amount redeemed may be made on such
16 Series 2020 Bonds) shall promptly surrender such Series 2020 Bond to the Fiscal Agent
17 for (i) payment to such Owner of the redemption price of the unit or units of principal
18 amount called for redemption, and (ii) delivery to such Owner of a new Series 2020
19 Bond of the same Maturity Date and series in the aggregate principal amount of the
20 unredeemed balance, without charge therefor.

21 If the Owner of any such Series 2020 Bond fails to present that Series
22 2020 Bond to the Fiscal Agent for payment, that Series 2020 Bond nevertheless shall
23 become due and payable on the date fixed for redemption to the extent of the unit or
24 units of principal amount called for redemption and interest shall cease to accrue on that
25 principal amount.

26 (D) NOTICE. Notice of redemption of Series 2020 Bonds shall be
27 given by the Fiscal Agent by sending a copy of such notice by registered or certified first
28 class, postage prepaid mail and by Electronic Means not less than 30 days prior to the
29 redemption date to all Depositories, to EMMA and to the Owner of each Series 2020
30 Bond, or portion thereof, to be redeemed at the address shown as of the close of
31 business on the fifth day prior to the mailing of notice on the Bond Register. The City

1 shall give the Fiscal Agent notice of the redemption date and the Maturity Date and the
2 principal amounts of each maturity of Series 2020 Bonds to be called for redemption
3 pursuant to Section 6.(A) at least five Business Days prior to the date that the Fiscal
4 Agent is required to give Owners notice of redemption. Series 2020 Bonds to be called
5 for redemption pursuant to Section 6.(B) shall be called for redemption by the Fiscal
6 Agent without the necessity of any notice to the Fiscal Agent from the City. Neither the
7 City's failure to give such notice, the Fiscal Agent's failure to give such notice to any
8 Depository (other than as the Owner of Series 2020 Bonds being redeemed), or the
9 registered Owner of any Series 2020 Bonds to be redeemed, or any defect therein, nor
10 the failure of the Depository to notify a Participant or any Participant or Indirect
11 Participant to notify a Beneficial Owner of any such redemption, shall affect the validity
12 of the proceedings for the redemption of any Series 2020 Bonds for which proper notice
13 was given.

14 The official notice of redemption to Owners shall state:

- 15 (1) the CUSIP numbers of the Series 2020 Bonds to be
16 redeemed,
- 17 (2) the redemption date,
- 18 (3) the redemption price,
- 19 (4) the Series 2020 Bonds to be redeemed,
- 20 (5) if less than all Outstanding Series 2020 Bonds are to be
21 redeemed, the bond numbers and Maturity Dates of Series 2020 Bonds to be redeemed
22 and, in the case of a partial redemption of a Series 2020 Bonds, the principal amount to
23 be redeemed,
- 24 (6) that, subject to the provisions of Section 6.(A), if applicable,
25 on the redemption date, the redemption price will become due and payable on each
26 Series 2020 Bond or portion thereof called for redemption, and that interest thereon
27 shall cease to accrue from and after that date,
- 28 (7) the place where such Series 2020 Bonds are to be
29 surrendered for payment of the redemption price, the name of a contact person (if the
30 book-entry system described in Section 5.(C) is in effect), and the phone number at the
31 office of the Paying Agent, and

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

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

5 Except as provided in Section 6.(A), notice having been given in the
6 manner provided above, the Series 2020 Bonds or part thereof called for redemption
7 shall become due and payable on the redemption date designated and the Series 2020
8 Bonds, or part thereof to be redeemed, for which the redemption price is on deposit with
9 the Fiscal Agent, shall not be deemed to be Outstanding and shall cease to bear or
10 accrue interest from and after such redemption date. Subject to Section 6.(A), upon
11 presentation of a Series 2020 Bond to be redeemed at the office of the Fiscal Agent on
12 or after the redemption date, or, so long as the book-entry system is used for
13 determining beneficial ownership of the Series 2020 Bond being redeemed, upon
14 satisfaction of the terms of any other arrangement between the Fiscal Agent and the
15 Depository, the Fiscal Agent will pay such Series 2020 Bonds or portion thereof called
16 for redemption.

17 (E) SERIES 2020 BONDS NOT PRESENTED FOR REDEMPTION.
18 Money for payment of the principal of, premium, if any, and interest, to the date fixed for
19 redemption, on Series 2020 Bonds called for redemption which are not presented for
20 payment on the date fixed for redemption shall be set aside by the Fiscal Agent in trust
21 for the Owners of such Series 2020 Bonds and held as set forth in Section 5.(D).
22 Interest on such Series 2020 Bonds shall cease to accrue on the date fixed for
23 redemption.

24 (F) CANCELLATION. All Series 2020 Bonds which have been
25 redeemed or received for transfer shall be canceled and destroyed by the Fiscal Agent
26 and shall not be reissued and a counterpart of the certificate of destruction evidencing
27 such destruction shall be furnished by the Fiscal Agent to the City.

28 SECTION 7. REGISTRATION, TRANSFER, EXCHANGE AND OWNERSHIP
29 OF SERIES 2020 BONDS.

30 (A) REGISTRATION, TRANSFER AND EXCHANGE. The City shall
31 cause books for the registration, transfer and exchange of the Series 2020 Bonds to be

1 kept at the principal office of the Registrar. Upon surrender for transfer or exchange of
2 any Series 2020 Bonds at the principal office of the Registrar duly endorsed by the
3 Owner or his attorney duly authorized in writing, or accompanied by a written instrument
4 or instruments of transfer or exchange in form satisfactory to such Registrar and
5 properly executed, the City shall execute and the Registrar shall authenticate and
6 deliver in the name of the transferee or Owner a new Series 2020 Bond or Bonds of the
7 same series and Maturity Date, interest rate and same aggregate principal amount in
8 Authorized Denominations.

9 (B) OWNER OF BONDS. The person in whose name any Series 2020
10 Bond is registered shall be deemed and regarded as its absolute Owner for all
11 purposes, except as may otherwise be provided with respect to the payment of interest
12 on Series 2020 Bonds in Section 5.(C). Payment of the principal on any Series 2020
13 Bonds shall be made only to or upon the order of its Owner or his legal representative.
14 All such payments shall be valid and effectual to satisfy and discharge the liability on
15 Series 2020 Bonds to the extent of the amount paid.

16 (C) REPLACEMENT OF BONDS. If any Series 2020 Bond is lost,
17 stolen, destroyed or mutilated, the Registrar shall, upon receipt of that Series 2020
18 Bond if mutilated, and evidence, information or indemnity which the Registrar may
19 reasonably require, authenticate and deliver a replacement Series 2020 Bond or Bonds
20 of the same aggregate principal amount, series and Maturity Date and interest rate,
21 bearing a number or numbers not then outstanding. If any lost, stolen, destroyed or
22 mutilated Series 2020 Bond has matured or been called for redemption, the Registrar
23 may direct the Paying Agent to pay that Series 2020 Bond in lieu of replacement.

24 (D) CHARGES. Exchanges and transfers of Series 2020 Bonds shall
25 be made without charge to the Owners or any transferee except that the Registrar may
26 make a charge sufficient to reimburse the Registrar for any tax, fee or other
27 governmental charge required to be paid with respect to that transfer or exchange.

28 (E) BONDS CALLED FOR REDEMPTION. The Fiscal Agent shall not
29 be required to transfer or exchange (i) any Series 2020 Bonds during the five-day period
30 preceding the mailing of notice calling Series 2020 Bonds of such series for redemption
31 and (ii) any Series 2020 Bonds called for redemption.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (F) UNAUTHENTICATED BONDS. The officers of the City are
2 authorized to deliver to the Registrar fully registered but unauthenticated Series 2020
3 Bonds in such quantities as may be convenient to be held in custody by the Registrar
4 pending the use thereof as provided in the Bond Ordinance.

5 SECTION 8. NEGOTIABILITY. Series 2020 Bonds shall be fully negotiable and
6 shall have all the qualities of negotiable paper, and the owner or owners thereof shall
7 possess all rights enjoyed by the owners of negotiable instruments under the provisions
8 of the Uniform Commercial Code—Investment Securities in effect in the State.

9 SECTION 9. SPECIAL LIMITED OBLIGATIONS. The Series 2020 Bonds, and
10 all payments of principal, premium, if any, and interest thereon (whether at maturity or
11 on a redemption date), and the obligations of the City for all other payments, fees,
12 costs, interest and expenses under the Bond Ordinance and under all Related
13 Documents shall be special limited obligations of the City payable solely from the
14 Pledged Revenues, which Pledged Revenues are pledged and are payable as set forth
15 in Sections 18 and 19. However, the Series 2020 Bonds are also payable from
16 amounts on deposit in the Series 2020 Debt Service Fund, the Series 2020 Capitalized
17 Interest Fund and the Series 2020 Acquisition/Construction Fund.

18 Owners and the parties under any Related Documents may not look to any
19 general or other fund of the City for the payment of the principal of or interest on, or the
20 fees, costs and expenses relating to, such obligations, except the designated special
21 funds pledged therefor. Neither the Series 2020 Bonds nor the obligations of the City
22 under any Related Documents shall constitute an indebtedness of the City within the
23 meaning of any constitutional, charter or statutory prohibition or limitation, nor shall they
24 be considered or held to be general obligations of the City, and the Series 2020 Bonds
25 shall recite that they are payable and collectable solely out of the Pledged Revenues
26 and from any other sources stated in the Bond Ordinance and that the Owners may not
27 look to any general or other municipal fund for the payment of the principal, premium, if
28 any, or interest, as applicable, on the Series 2020 Bonds or for the payment of any
29 amounts owed under any Related Documents.

30 SECTION 10. EXECUTION AND CUSTODY OF SERIES 2020 BONDS.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (A) FILING MANUAL SIGNATURES. Prior to the execution of any
2 Series 2020 Bonds pursuant to Sections 6-9-1 through 6-9-6 NMSA, the Mayor, City
3 Clerk and City Treasurer may each file with the Secretary of State of New Mexico his or
4 her manual signature certified by him or her under oath; provided that such filing shall
5 not be necessary for any officer where any previous filing may have legal application or
6 if the Bonds are signed manually.

7 (B) EXECUTION. Series 2020 Bonds shall be signed with the manual
8 or facsimile signature of the Mayor and the manual or facsimile signature of the City
9 Treasurer or City Clerk. There shall be placed on each Series 2020 Bond the printed,
10 engraved, stamped or otherwise placed facsimile or imprint of the City's corporate seal.
11 Series 2020 Bonds when authenticated and bearing the manual or facsimile signatures
12 of the officers in office at the time of their signing shall be valid and binding obligations
13 of the City, notwithstanding that before delivery of those Series 2020 Bonds, any or all
14 of the persons who executed those Series 2020 Bonds shall have ceased to fill their
15 respective offices. The Mayor, City Clerk and City Treasurer, at the time of the
16 execution of the Series 2020 Bonds, each may adopt as and for his or her own facsimile
17 signature the facsimile signature of his or her predecessor in office if such facsimile
18 signature appears upon any of the Series 2020 Bonds or certificates pertaining to the
19 Series 2020 Bonds.

20 (C) CUSTODY. The Registrar shall hold in custody all Series 2020
21 Bonds signed and attested by the Mayor, City Clerk and City Treasurer until ready for
22 delivery to the purchaser, transferee or Owner. The City shall, from time to time, at the
23 written request of the Registrar, provide the Registrar an adequate supply of Series
24 2020 Bonds.

25 (D) AUTHENTICATION. No Series 2020 Bonds shall be valid or
26 obligatory for any purpose unless the certificate of authentication has been duly
27 executed by the Registrar. That Registrar's certificate of authentication shall be
28 deemed to have been duly executed if manually signed by an authorized officer of the
29 Registrar, but it shall not be necessary that the same officer sign the certificate of
30 authentication on all Series 2020 Bonds.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 SECTION 11. APPOINTMENT OF FISCAL AGENT. The initial Fiscal Agent for
2 the Series 2020 Bonds shall be the City Treasurer. The Paying Agent and Registrar
3 shall be the same Person for the Series 2020 Bonds.

4 SECTION 12. SUCCESSOR REGISTRAR OR PAYING AGENT. If the
5 Registrar or Paying Agent initially appointed shall resign, or if the City shall determine to
6 appoint a successor or co-Registrar or co-Paying Agent or shall reasonably determine
7 that a Registrar or Paying Agent has become incapable of fulfilling its duties under the
8 Bond Ordinance, the City may, upon notice mailed to each Owner at the address last
9 shown on the registration books, appoint a successor or co-Registrar or Paying Agent.
10 Every such successor or co-Registrar or Paying Agent shall be a bank or trust company
11 located and in good standing in the United States with a capital stock, surplus and
12 undivided profits, however denominated, of not less than \$75,000,000 or the City
13 Treasurer, or any successor in office. Notwithstanding any other provision of the Bond
14 Ordinance, no removal, resignation or termination of the Paying Agent shall take effect
15 until a successor shall be appointed. Additional provisions relating to the Registrar and
16 the Paying Agent and the payment of the Series 2020 Bonds may be in a separate
17 paying agent agreement executed on behalf of the City by an Authorized Officer.

18 SECTION 13. SERIES 2020 BONDS FORMS.

19 (A) The Series 2020 Bonds shall be in substantially the following form
20 with only such changes as are not inconsistent with the Bond Ordinance:

21 [FORM OF SERIES 2020 BOND]

22 UNITED STATES OF AMERICA

23 STATE OF NEW MEXICO COUNTY OF BERNALILLO

24 CITY OF ALBUQUERQUE, NEW MEXICO

25 TRANSPORTATION INFRASTRUCTURE GROSS RECEIPTS TAX

26 IMPROVEMENT REVENUE BONDS, SERIES 2020

27 Bond No. _____ \$ _____

28 INTEREST RATE MATURITY DATE DATE OF BOND CUSIP

29 _____, 2020 _____

30 PRINCIPAL AMOUNT:

31 REGISTERED OWNER:

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

1 **This bond and the payments of principal of, premium, if any, and interest**
2 **on this bond do not constitute an indebtedness of the City within the meaning of**
3 **any constitutional, charter or statutory provision or limitation, shall not be**
4 **considered or held to be a general obligation of the City and are payable and**
5 **collectible solely from Pledged Revenues, proceeds of the Bonds, and amounts**
6 **on deposit in certain funds designated in City Ordinance Twenty-Fourth Council**
7 **Bill No. O-20-____, as supplemented by the Sale Certificate (collectively, the**
8 **“Bond Ordinance”). The owner of this bond may not look to any general or other**
9 **municipal fund for the payment of the principal of, premium, if any, or interest on**
10 **this bond. “Pledged Revenues” means the revenues from the municipal**
11 **transportation infrastructure gross receipts tax derived pursuant to Section 7-**
12 **19D-9 NMSA 1978 and City Ordinance No. O-20-14, Enactment No. O-2020-016**
13 **adopted May 16, 2020 imposed on persons engaged in business in the State,**
14 **which revenues are remitted monthly by the Revenue Division of the Taxation and**
15 **Revenue Department of the State to the City as authorized by Sections 7-1-6 and**
16 **7-1-6.4 NMSA 1978, and which remittances, on the date of the initial issuance of**
17 **the Series 2020 Bonds, equal one-fourth of one percent (0.250%) of the taxable**
18 **gross receipts reported for the City for the month for which such remittance is**
19 **made, provided that if a greater amount of such gross receipts tax revenues are**
20 **hereafter provided to be remitted to the City under applicable law, such additional**
21 **amounts shall be included as revenues pledged pursuant to the Bond Ordinance;**
22 **and provided further that the amount of revenues pledged pursuant to the Bond**
23 **Ordinance shall never be less than the greater of: (i) 0.250% of the taxable gross**
24 **receipts remitted to the City as set forth above, or (ii) the maximum amount at any**
25 **time provided hereinafter to be remitted to the City under applicable law; and**
26 **provided further, the City intends that Section 3-31-6(C) NMSA 1978 applies**
27 **expressly to the amount of revenues pledged pursuant to the Bond Ordinance.**
28 **Pledged Revenues also include the distribution to the City made pursuant to**
29 **Section 7-1-6.46 NMSA 1978, as that distribution relates to the one-fourth of one**
30 **percent (1/4%) increment of municipal transportation infrastructure gross**
31 **receipts tax imposed on all persons engaging in business in the City by City**

1 **Ordinance No. O-20-14, Enactment No. O-2020-016, which revenues are reduced**
2 **pursuant to the deductions under Sections 7-9-92 and 7-9-93 NMSA 1978;**
3 **provided that the percentage of such distribution decreases annually as provided**
4 **in Section 7-1-6.46 NMSA 1978 each year beginning on July 1, 2015 until the**
5 **distribution is eliminated after July 1, 2029.**

6 This bond is one of a duly authorized series of fully registered bonds of the City
7 issued in the aggregate principal amount of \$50,000,000 designated as the “City of
8 Albuquerque, New Mexico Transportation Infrastructure Gross Receipts Tax
9 Improvement Revenue Bonds, Series 2020” (the “Bonds”), issued in denominations of
10 \$5,000 and integral multiples thereof under and pursuant to the Bond Ordinance for the
11 purpose of designing, developing, constructing, reconstructing, rehabilitating,
12 renovating, modernizing, signing, enhancing and otherwise improving transportation
13 systems, including road infrastructure improvements, trails and bikeways and transit, for
14 the benefit of the City.

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

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

25 The Bonds maturing on July 1, 20__ are subject to mandatory sinking fund
26 redemption. As and for a sinking fund for the redemption of the Bonds maturing on
27 July 1, 20__, on or before July 1 in each of the years and in the principal amounts
28 stated below, the City shall transfer into the applicable account of the Series 2020 Debt
29 Service Fund the Pledged Revenues required for the payments of principal on those
30 Bonds with a priority as set forth in Section 18 of the Bond Ordinance so that there is on
31 deposit on the required redemption date in the Series 2020 Debt Service Fund amounts

1 sufficient to redeem the Bonds called for redemption (after credit as provided below).
2 Subject to the following paragraph, Bonds which are term bonds shall be subject to
3 mandatory sinking fund redemption at a redemption price equal to 100% of the principal
4 amount thereof plus accrued interest to the redemption date on July 1 in the following
5 years and principal amounts:
6

Sinking Fund Redemption	Principal
<u>(July 1)</u>	<u>Amount</u>

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

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

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

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

25 It is hereby certified that all acts and conditions necessary to be done or be
26 performed or to have happened precedent to the issuance of the Bonds to make them
27 legal, valid and binding special obligations of the City have been performed and have
28 happened as required by law; the Bonds do not exceed or violate any constitutional,
29 statutory or charter limitations; and all other conditions, acts and things required to exist,
30 to have happened, or to have been performed precedent to the issuance of the Bonds

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 to make them the legal, valid and binding special obligation of the City exist, have
2 happened and have been performed in due time, form and manner, as required by law.

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

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

10 CITY OF ALBUQUERQUE, NEW MEXICO

11
12 By _____
13 Mayor

14
15 By _____
16 City Clerk

17 (SEAL)

18 (Form of Registrar's Certificate of Authentication)

19 Date of Authentication: _____

20 Certificate of Authentication

21 This is one of the City of Albuquerque, New Mexico Transportation Infrastructure
22 Gross Receipts Tax Improvement Revenue Bonds, Series 2020 described in the Bond
23 Ordinance and this bond has been registered on the registration books kept by the
24 undersigned as Registrar for such Bonds.

25
26 _____
27 City Treasurer, Albuquerque,
28 New Mexico, as Registrar

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

30 (Form of Assignment)

1 For value received, _____ hereby sells,
2 assigns and transfers unto _____ whose
3 Social Security or Tax Identification No. is _____ the within bond
4 and hereby irrevocably constitutes and appoints _____,
5 attorney, to transfer the same on the books of the Registrar, with full power of
6 substitution in the premises.

7 Dated: _____

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

11 (End of Form of Assignment)

12 (End of Form of Series 2020 Bonds)

13 SECTION 14. SALE OF SERIES 2020 BONDS. The Series 2020 Bonds shall
14 be sold and delivered to the Investment Bankers or to a Depository for and on behalf of
15 the Investment Bankers upon receipt by the City of the purchase price as set forth in the
16 Sale Certificate and the Bond Purchase Agreement pursuant to the terms of the Bond
17 Ordinance.

18 SECTION 15. FUNDS AND ACCOUNTS.

19 (A) GROSS RECEIPTS TAX INCOME FUND. The City shall create
20 the "City of Albuquerque Transportation Infrastructure Gross Receipts Tax Income
21 Fund" into which the City deposits Pledged Revenues.

22 (B) SERIES 2020 DEBT SERVICE FUND. The Series 2020 Debt
23 Service Fund is hereby established and shall be maintained by the City.

24 (C) SERIES 2020 ACQUISITION/CONSTRUCTION FUND. The
25 Series 2020 Acquisition/Construction Fund is hereby established and shall be
26 maintained by the City.

27 (D) SERIES 2020 CAPITALIZED INTEREST FUND. The Series 2020
28 Capitalized Interest Fund is hereby established and shall be maintained by the City.

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

1 SECTION 16. BOND PROCEEDS; BOND FUND DEPOSIT;
2 APPROPRIATIONS. The total amount of proceeds, and uses thereof, from the sale of
3 the Series 2020 Bonds shall be set forth in the Sale Certificate.

4 The Completion Date for any portion of the Project funded by the Series 2020
5 Bonds shall be evidenced by a certificate of an Authorized Officer stating that portion of
6 the Project has been completed. As soon as practicable, and in any event not more
7 than 60 days after the Completion Date, any balance remaining in the applicable
8 account of the Series 2020 Acquisition/Construction Fund (other than any amount
9 certified by an Authorized Officer as being necessary for costs of the Project not then
10 due and payable) shall be transferred to the applicable account of that Series 2020 Debt
11 Service Fund and used by the City for the payment of the principal of or interest next
12 coming due on that series of Bonds.

13 The Investment Bankers shall not be responsible for the application or use by the
14 City or by its officers of the proceeds of the Series 2020 Bonds or of any other funds
15 designated in the Bond Ordinance.

16 SECTION 17. APPROVAL OF DOCUMENTS; PAYMENT OF EXPENSES.

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

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

30 (C) USE OF OFFICIAL STATEMENT. The use and distribution of the
31 Preliminary Official Statement and Official Statement for the sale of the Series 2020

1 Bonds, with terms which are not inconsistent with the terms of the Bond Ordinance and
2 the Related Documents, by the Investment Bankers in connection with the sale and
3 issuance of the Series 2020 Bonds are approved.

4 (D) EXPENSES. All Expenses shall be paid directly by the City to the
5 party entitled thereto using moneys available from the proceeds of the Series 2020
6 Bonds or from the Gross Receipts Tax Income Fund, pursuant to the priorities
7 established by Section 18.

8 (E) FURTHER ACTS. From and after the date of the adoption of the
9 Bond Ordinance, the officers, agents and employees of the City are authorized,
10 empowered and directed to do all such acts and things and to execute all such
11 documents as may be necessary to issue the Series 2020 Bonds and to carry out and
12 comply with the provisions of the Bond Ordinance and the Related Documents.

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

15 (A) DEPOSIT OF PLEDGED REVENUES. So long as any Series 2020
16 Bonds are Outstanding, the Pledged Revenues shall, immediately upon receipt thereof
17 by the City, be set aside and deposited into the Gross Receipts Tax Income Fund. All
18 money deposited into the Gross Receipts Tax Income Fund shall be held separate and
19 apart from the City's general fund and applied only in accordance with the provisions of
20 the Bond Ordinance, the Sale Certificate and any other City ordinance authorizing the
21 issuance of Obligations.

22 (B) DEBT SERVICE FUND.

23 (1) As a first charge on the Pledged Revenues, the amounts
24 necessary to pay the Debt Service Requirements on Parity Obligations at the time
25 Outstanding or to fund any debt service reserve account as required by the terms of the
26 Bond Ordinance or any ordinance or resolution authorizing the issuance of such Parity
27 Obligations shall be withdrawn from the Gross Receipts Tax Income Fund and shall be
28 concurrently credited to the Series 2020 Debt Service Fund or any relevant debt service
29 account, with the same priority and, if insufficient to pay all of the enumerated Debt
30 Service Requirements, pro rated in proportion to the amounts of such Debt Service
31 Requirements:

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

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

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

16 (2) The City may pay the Debt Service Requirements on the
17 Series 2020 Bonds and, unless otherwise required under the ordinance or resolution
18 under which they were issued, any other Parity Obligations from Pledged Revenues as
19 described in Sections 18.(B)(2) and 18.(B)(3) in such order, in whole or in part, as to the
20 use of Pledged Revenues as the City may from time to time determine in its sole
21 discretion.

22 (C) OTHER OBLIGATIONS. To the extent not required to be deposited
23 or paid pursuant to Sections 18.(A) or 18.(B), Pledged Revenues available in the Gross
24 Receipts Tax Income Fund shall be used, as necessary, to pay (i) payment obligations
25 owed by the City to the Credit Source for Parity Obligations, including the tender price of
26 and certain interest payments on, Series 2020 Bonds paid by that Credit Source; and (ii)
27 fees, expenses and interest owed by the City to any other provider of fiscal services for
28 a series of Parity Obligations. Amounts from the Gross Receipts Tax Income Fund to
29 be used to pay interest pursuant to this Section 18.(C) shall be deposited by the City
30 into a separate account maintained by the City on or before the due date thereof.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

6 (E) SUBORDINATE OBLIGATIONS. To the extent not required to be
7 deposited or paid pursuant to Sections 18.(A), 18.(B), 18.(C) or 18.(D), Pledged
8 Revenues available in the Gross Receipts Tax Income Fund shall be used, as
9 necessary, to pay Debt Service Requirements on Subordinate Obligations as the same
10 accrue.

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

18 SECTION 19. GENERAL ADMINISTRATION OF FUNDS.

19 (A) USE OF AMOUNTS AND TERMINATION OF DEPOSITS IN
20 SERIES 2020 DEBT SERVICE FUND.

21 (1) MONEY IN DEBT SERVICE FUNDS. Except as provided in
22 Section 19.(A)(2), the money credited to the Series 2020 Debt Service Fund shall be
23 used by the City only to pay, or to reimburse a Credit Source for the payment of, the
24 Debt Service Requirements of the Series 2020 Bonds. Money on deposit in the Series
25 2020 Debt Service Fund shall be transferred to the Paying Agent on or before each
26 relevant payment date.

27 (2) TERMINATION UPON DEPOSITS TO MATURITY. No
28 payment needs to be made into the Series 2020 Debt Service Fund or any debt service
29 reserve fund for the Series 2020 Bonds, if no Debt Service Requirements on the Series
30 2020 Bonds are then past due and the amounts on deposit in the Series 2020 Debt
31 Service Fund for the payment of such Series 2020 Bonds are at least equal to all Debt

1 Service Requirements on such Series 2020 Bonds to their Maturity Dates or mandatory
2 redemption dates, or to any date for which the City has exercised or has obligated itself
3 to exercise its option to redeem such Series 2020 Bonds prior to their Maturity Dates or
4 redemption dates. In such event, money in the Series 2020 Debt Service Fund shall be
5 used for the payment of the Debt Service Requirements or such optional redemption
6 payments, if applicable, when due, on the Series 2020 Bonds. Any money in those
7 accounts in excess of the amounts required by the preceding sentence may be used as
8 provided in Section 18.(D).

9 (B) CREDIT OR DEFICIENCY. In making the determinations of the
10 amounts to be transferred from the Gross Receipts Tax Income Fund as provided in
11 Section 18 or this Section 19, the City may take into account any amount then on
12 deposit in any fund or escrow relating to the Series 2020 Bonds which is available and
13 required to be used for the designated payment. If any deposit made to a fund for the
14 payment of any Series 2020 Bonds is less than the amount required to be deposited,
15 the City shall pay or credit to that fund from Pledged Revenues in the Gross Receipts
16 Tax Income Fund the first money available to pay that deficiency using the priorities set
17 forth in Section 18 and this Section 19.

18 (C) TRANSFER OF MONEY. Each payment of principal and interest
19 coming due on the Series 2020 Bonds shall be transferred from the applicable fund to
20 the Paying Agent.

21 (D) VARIABLE INTEREST RATE. In making the computations
22 required by Section 18 and this Section 19, interest on Variable Interest Rate Series
23 2020 Bonds which cannot be computed exactly shall be computed at the maximum
24 interest rate permitted for those Series 2020 Bonds unless otherwise required by the
25 City ordinance authorizing the issuance of such Series 2020 Bonds.

26 (E) INVESTMENT OF MONEY. Any money in any fund created or
27 continued in Section 15 shall be invested in Permitted Investments. The investments
28 purchased using money in any such fund shall be deemed at all times to be part of that
29 fund. The interest accruing in the funds and any profit realized therefrom shall be
30 credited to the fund in which the relevant investments are deemed to be held. Any loss
31 resulting from such investment shall be charged to the applicable fund. The City

1 Treasurer shall present for redemption or sale on the prevailing market any obligations
2 purchased as an investment of money in the applicable fund whenever it shall be
3 necessary to do so in order to provide money to meet any payment or transfer from
4 such fund. Neither the City Treasurer nor any other officer of the City shall be liable or
5 responsible for any loss resulting from any such investment made in accordance with
6 the Bond Ordinance.

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

14 (G) DEPOSITS OF PLEDGED REVENUES FOR SERIES 2020
15 BONDS.

16 (1) The City shall make substantially equal monthly deposits into
17 the Series 2020 Debt Service Fund as required in order to pay the amount of interest on
18 the Series 2020 Bonds, which will become due on the Interest Payment Date next
19 following the date of deposit. The monthly deposits required in the preceding sentence
20 shall begin in the calendar month subsequent to the Closing Date.

21 (2) Deposits to the Series 2020 Debt Service Fund for the next
22 installments of principal becoming due on the Series 2020 Bonds shall be made in
23 substantially equal monthly deposits commencing in the first month which is less than
24 13 months prior to the month in which that installment of principal is due.

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

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

30 (1) if the price of the investment is not set as described in
31 Section 19(H)(4), as to investments the bid and asked prices of which are published on

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

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

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

12 (4) as to investments in clauses (1), (2), (3) and (9) of the
13 definition of Permitted Investments pursuant to which a financial institution is obligated
14 to purchase the investment from the City at a fixed price through maturity of the
15 investment: the price set forth in such agreement, provided that such institution, or the
16 guarantor of such institution or agreement, shall be rated in one of the top two Rating
17 Categories by S&P, Moody's and Fitch if then rating the Series 2020 Bonds, or by
18 another national rating agency; and

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

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

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

28 (A) SERIES 2020 BONDS. Payments of Debt Service Requirements
29 on the Series 2020 Bonds are secured by an irrevocable lien on, and the City grants
30 and confirms to the owners of the Series 2020 Bonds a security interest in, the Pledged

1 Revenues for the payment of the principal of and interest on the Series 2020 Bonds.
2 The Series 2020 Bonds shall be issued as Parity Obligations.

3 The City pledges and grants a security interest in and lien (but not an
4 exclusive lien) on the money and Permitted Investments on deposit in the Series 2020
5 Debt Service Fund, the Series 2020 Acquisition/Construction Fund, the Series 2020
6 Capitalized Interest Fund and any other fund for the Series 2020 Bonds held pursuant
7 to the Bond Ordinance for the Series 2020 Bonds for the payment of such Series 2020
8 Bonds.

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

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

16 SECTION 21. EQUALITY OF BONDS. Except as specifically stated in the Bond
17 Ordinance, the Series 2020 Bonds from time to time Outstanding shall not be entitled to
18 any priority one over the other, within each series, in the application of the Pledged
19 Revenues, regardless of the time or times of their issuance, it being the intention of the
20 Council that there shall be no priority among the Series 2020 Bonds, within each series,
21 regardless of the fact that they may be actually issued and delivered at different times.

22 SECTION 22. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE
23 FROM PLEDGED REVENUES.

24 (A) LIMITATIONS UPON ISSUANCE OF ADDITIONAL PARITY
25 OBLIGATIONS. No provision of the Bond Ordinance shall be construed in such a
26 manner as to prevent the issuance of additional Parity Obligations or to prevent the
27 issuance of bonds refunding all or a part of a series of Parity Obligations. However,
28 before additional Parity Obligations are issued:

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

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (2) With respect to additional Parity Obligations:

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

10 (b) A written certificate or opinion by an Independent
11 Accountant or an Authorized Officer that such annual Pledged Revenues are sufficient
12 to pay the amounts required by paragraph (a) above shall be conclusively presumed to
13 be accurate in determining the right of the City to authorize, issue, sell and deliver the
14 proposed additional Parity Obligations.

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

20 (B) SUBORDINATE OBLIGATIONS PERMITTED. No provision of the
21 Bond Ordinance shall be construed to prevent the issuance by the City of Subordinate
22 Obligations.

23 (C) SUPERIOR OBLIGATIONS PROHIBITED. No provision of the
24 Bond Ordinance shall be construed to permit the City to issue, and the City shall not
25 issue, obligations payable from the Pledged Revenues having a lien thereon prior and
26 superior to the Series 2020 Bonds.

27 SECTION 23. REFUNDING BONDS PAYABLE FROM PLEDGED REVENUES.
28 The provisions of Section 22 are subject to the following exceptions:

29 (A) PRIVILEGE OF ISSUING REFUNDING BONDS. Outstanding
30 Obligations may be refunded, regardless of whether the priority of the lien for the
31 payment of the refunding obligations on the Pledged Revenues is different than the lien

1 of the refunded Series 2020 Bonds on Pledged Revenues, except as provided in
2 Section 22.(C) and in Sections 23.(B), 23.(C) and 23.(D).

3 (B) LIMITATIONS UPON ISSUANCE OF REFUNDING BONDS. No
4 refunding bonds shall be issued unless:

5 (1) The Obligations refunded are Parity Obligations and the
6 issuance of the refunding Obligations does not increase the maximum annual Debt
7 Service Requirements of the refunded Obligations and all other Outstanding Obligations
8 on the refunding date; or

9 (2) The refunding Parity Obligations are issued in compliance
10 with Section 22.(A).

11 (C) REFUNDING PART OF A SERIES. While the Series 2020 Bonds
12 are Outstanding, except as set forth in subparagraph (3) below, the refunding
13 Obligations shall enjoy complete equality of lien on the Pledged Revenues with the
14 portion of any Obligations of the same series which is not refunded and the Owners of
15 the refunding Obligations shall be subrogated to all of the rights and privileges enjoyed
16 by the Owners of the refunded Obligations.

17 A part of a series of Outstanding Series 2020 Bonds may be refunded only
18 with the consent of the Owners of the unrefunded portion of that series unless:

19 (1) The issuance of the refunding Obligations does not increase
20 the maximum annual Debt Service Requirements evidenced by the refunded
21 Obligations and by the Outstanding Obligations of such series not refunded on the
22 refunding date; or

23 (2) The refunding Parity Obligations are issued in compliance
24 with Section 22.(A); or

25 (3) The lien on the Pledged Revenues for the payment of the
26 refunding Obligations is subordinate to the lien thereon for the payment of the
27 unrefunded portion of the series.

28 (D) LIMITATIONS UPON ISSUANCE OF REFUNDING
29 OBLIGATIONS. Any refunding Obligations shall be issued with such
30 details as the City may provide by ordinance and resolution, but without

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 any impairment of any contractual obligations imposed upon the City by
2 any proceedings authorizing the issuance of any Outstanding Obligations.

3 SECTION 24. PROTECTIVE COVENANTS. The City covenants and agrees, so
4 long as any Series 2020 Bonds remain Outstanding:

5 (A) USE OF PROCEEDS OF SERIES 2020 BONDS. The City shall
6 proceed without delay to apply the proceeds of the Series 2020 Bonds to the purposes
7 for which they are issued.

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

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

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

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

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

30 (G) DUTY TO IMPOSE TAX. If State law or the City Charter or any
31 City ordinance or part thereof, which affects the Pledged Revenues, shall ever be held

1 to be invalid or unenforceable, the City shall immediately take any action which is legally
2 available to the City necessary to produce sufficient Pledged Revenues to comply with
3 the obligations of the City under the Bond Ordinance.

4 (H) IMPAIRMENT OF CONTRACT. In accordance with Section 3-31-
5 6(C) NMSA 1978, no law, ordinance or resolution of the City which affects the Pledged
6 Revenues or the Series 2020 Bonds shall be repealed or otherwise directly or indirectly
7 modified in such a manner as to impair Outstanding Series 2020 Bonds or obligations of
8 the City under the Bond Ordinance or any Related Documents, unless the Series 2020
9 Bonds or obligations have been discharged in full or provision has been fully made
10 therefor.

11 SECTION 25. REPRESENTATIONS AND WARRANTIES OF THE CITY. The
12 City represents and warrants that:

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

16 (B) AUTHORITY. The City has all requisite power and authority under
17 the laws of the State and the Home Rule Powers to enter into, execute and deliver the
18 Related Documents, to issue and sell the Series 2020 Bonds and to perform its
19 covenants contained in the Bond Ordinance.

20 (C) EXECUTION AUTHORIZED. The execution and delivery of the
21 Related Documents and use of the disclosure documents for the Series 2020 Bonds
22 and the issuance and sale of the Series 2020 Bonds have been duly authorized by the
23 Council and no further authorization or approval of such execution, use, delivery,
24 issuance or sale is required by law.

25 (D) ENFORCEABILITY OF BONDS. The Series 2020 Bonds, when
26 issued, delivered and paid for, shall constitute valid and binding special, limited
27 obligations of the City enforceable in accordance with their terms and entitled to the
28 benefits and security of the Bond Ordinance, subject to the limitations contained in the
29 Bond Ordinance and subject to any applicable bankruptcy, reorganization, insolvency,
30 moratorium or other laws affecting the enforcement of creditors' rights generally and the

1 enforceability of indemnification provisions and except to the extent that the
2 enforceability thereof may be limited by the availability of equitable remedies.

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

10 (F) NO CONFLICT. The execution and delivery of the Related
11 Documents, the Series 2020 Bonds and the other agreements contemplated by the
12 Bond Ordinance and compliance with the provisions thereof, shall not conflict with nor
13 constitute on the part of the City a breach of or a default under any existing law, court or
14 administrative regulation, decree, order or, to the knowledge of the City, any agreement,
15 indenture, mortgage or lease to which the City is a party or by which it is or may be
16 bound.

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

20 SECTION 26. TAX COMPLIANCE. The City covenants that it shall use, and
21 shall restrict the use and investment of, the proceeds of the Series 2020 Bonds in such
22 manner and to such extent as may be necessary so that (a) the Series 2020 Bonds
23 shall not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under
24 Sections 141, 148 or 149 of the Code, or (ii) be treated other than as bonds to which
25 Section 103(a) of the Code applies, and (b) the interest thereon shall not be treated as a
26 preference item under Section 57 of the Code. The City further covenants (a) that it
27 shall take or cause to be taken such actions that may be required of it for the interest on
28 the Series 2020 Bonds to be and to remain excluded from gross income for federal
29 income tax purposes, (b) that it shall not take or authorize to be taken any actions that
30 would adversely affect that exclusion, and (c) that it, or persons acting for it, shall,
31 among other acts of compliance, (i) apply the proceeds of the Series 2020 Bonds to the

1 governmental purposes of the borrowings, (ii) restrict the yield on investment property,
2 (iii) make timely and adequate rebate payments or payments of alternative amounts in
3 lieu of rebate to the federal government, (iv) maintain books and records and make
4 calculations and reports, and (v) refrain from certain uses of those proceeds and, as
5 applicable, of property financed with such proceeds, all in such manner and to the
6 extent necessary to assure such exclusion of that interest under the Code.

7 Authorized Officers are authorized (a) to make or effect any election, selection,
8 designation, choice, consent, approval, or waiver on behalf of the City with respect to
9 the Series 2020 Bonds as the City is permitted or required to make or give under the
10 federal income tax laws, including, without limitation thereto, any of the elections
11 available under Section 148 of the Code for the purpose of assuring, enhancing or
12 protecting favorable tax treatment or status of the Series 2020 Bonds or interest thereon
13 or assisting in the compliance with requirements for that purpose, reducing the burden
14 or expense of such compliance, reducing the rebate amount or payments of penalties,
15 or making payments of special amounts in lieu of making computations to determine, or
16 paying, excess earnings as rebate, or obviating those amounts or payments, as
17 determined by that officer, which action shall be in writing and signed by the officer, (b)
18 to take any and all other actions, make or obtain calculations, make payments, and
19 make or give reports, covenants and certifications of and on behalf of the City, as may
20 be appropriate to assure the exclusion of interest from gross income and the intended
21 tax status of the Series 2020 Bonds, and (c) to give one or more appropriate certificates
22 of the City, for inclusion in the transcripts of the proceedings for the Series 2020 Bonds,
23 setting forth the reasonable expectations of the City regarding the amount and use of all
24 the proceeds of the Series 2020 Bonds, the facts, circumstances and estimates on
25 which they are based, and other facts and circumstances relevant to the tax treatment
26 of the interest on and the tax status of the Series 2020 Bonds.

27 SECTION 27. EVENTS OF DEFAULT. Each of the following events is an
28 “Event of Default”:

29 (A) NONPAYMENT OF PRINCIPAL. Failure to pay the principal of any
30 Series 2020 Bonds when the same becomes due and payable, either at maturity, or by
31 proceedings for prior redemption, or otherwise.

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 (B) NONPAYMENT OF INTEREST. Failure to pay any installment of
2 interest on any Series 2020 Bonds on the due date thereof.

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

5 (D) DEFAULT OF ANY OTHER PROVISION. Default by the City in the
6 due and punctual performance of its covenants or conditions, agreements and
7 provisions contained in the Series 2020 Bonds or in the Bond Ordinance on its part to
8 be performed, and the continuance of such default (other than a default set forth in
9 Sections 27.(A), 27.(B) or 27.(C)) for 60 days after written notice specifying such default
10 and requiring the same to be remedied has been given to the City by the Owners of
11 25% in aggregate principal amount of the Series 2020 Bonds then Outstanding or the
12 Series 2020 Bonds Outstanding.

13 SECTION 28. REMEDIES UPON DEFAULT. Upon the happening and during
14 the continuance of any Event of Default, the Owners of not less than 25% in aggregate
15 principal amount of the Series 2020 Bonds then Outstanding affected by the Event of
16 Default, including but not limited to a trustee or trustees therefor, may proceed against
17 the City to:

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

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

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

28 (D) any combination of those remedies.

29 All proceedings shall be instituted and maintained for the equal benefit of all
30 Owners of the Series 2020 Bonds then Outstanding. The failure of an Owner to
31 exercise any right granted by this Section 28 shall not relieve the City of any obligation

1 to perform any duty. Each right or privilege of any such Owner (or trustee or receiver
2 therefor) is in addition and cumulative to any other right or privilege and the exercise of
3 any right or privilege by or on behalf of any Owner shall not be deemed a waiver of any
4 other right or privilege of such Owner.

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

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

16 SECTION 29. APPLICATION OF MONEY. All money received with respect to
17 any right given or action taken under the provisions of the Bond Ordinance after the
18 occurrence, and during the continuance, of an Event of Default with respect to the
19 Series 2020 Bonds, except as otherwise specified in the Bond Ordinance, after payment
20 of the costs, fees and expenses of the proceedings resulting in the collection of such
21 money, shall be deposited in the Series 2020 Debt Service Fund and applied to the
22 payment of the Series 2020 Bonds in accordance with the terms and provisions of
23 Section 18 of this Bond Ordinance.

24 Whenever money is to be applied pursuant to the provisions of this Section 29, it
25 shall be applied at such times, and from time to time, as the Paying Agent determines,
26 having due regard to the amount of money available for application and the likelihood of
27 additional money becoming available in the future. Whenever the Paying Agent
28 determines to apply such money, the Paying Agent shall fix a Special Record Date and
29 the date (which shall be an Interest Payment Date unless the Paying Agent deems
30 another date more suitable) upon which payment is to be made and on such date
31 interest on the amounts of principal to be paid on such dates shall cease to accrue. The

1 Paying Agent shall give notice to the Owners of the deposit of any such money and of
2 the fixing of any such date, and shall not be required to make payment of principal to
3 the Owner of any Series 2020 Bonds until presented to the Paying Agent for appropriate
4 endorsement or for cancellation if fully paid.

5 SECTION 30. DUTIES UPON DEFAULT; RIGHTS CONFERRED. Upon the
6 happening and during the continuance of any Event of Default, the City will do and
7 perform all proper acts on behalf and for the Owners to protect and preserve the
8 security created for the payment of the Series 2020 Bonds and any Payment
9 Obligations and to insure the payment of the Debt Service Requirements promptly as
10 the same become due. The Owners of not less than 25% in aggregate principal amount
11 of Outstanding Series 2020 Bonds, after written demand, may proceed to protect and
12 enforce the rights provided by this Section 30.

13 SECTION 31. DEFEASANCE.

14 (A) DEFEASANCE OF BOND ORDINANCE. If, when all Series 2020
15 Bonds become due and payable in accordance with their terms or otherwise as
16 provided in the Bond Ordinance and the entire amount of the principal of, premium, if
17 any, and interest due and payable on all of the Series 2020 Bonds is paid or if
18 provisions are made for the payment thereof when due and payable, and all other sums
19 payable under the Bond Ordinance are paid, then all covenants, agreements and other
20 obligations of the City to the Owners of the Series 2020 Bonds shall cease, terminate
21 and become void and be discharged and satisfied. However, the covenants of the Bond
22 Ordinance relating to the rebate requirements of Section 148(f) of the Code shall
23 survive until all applicable requirements have been satisfied.

24 (B) SERIES 2020 BONDS.

25 (1) When all principal, interest and prior redemption premium, if
26 any, in connection with any Series 2020 Bond have been duly paid or provided for, the
27 pledge and lien of the Bond Ordinance, and all obligations hereunder (except as
28 provided for in Section 32), shall be discharged with respect to that Series 2020 Bond
29 and that Series 2020 Bond shall no longer be deemed to be Outstanding within the
30 meaning of the Bond Ordinance. There shall be deemed to be such due payment or to
31 be adequate provisions for the prompt and complete payment of a Series 2020 Bond

1 when the City has placed in escrow and in trust with a commercial bank or trust
2 company located within or without the State and exercising trust powers, an amount
3 sufficient (including the known minimum yield from Defeasance Obligations in which
4 such amount may be initially invested) to meet all requirements of principal, interest and
5 prior redemption premium, if any, on that Series 2020 Bond as the same become due to
6 its final maturity or upon the designated prior redemption date. The Defeasance
7 Obligations shall become due prior to the respective times at which the proceeds
8 thereof shall be needed, in accordance with a schedule established and agreed upon
9 between the City and such bank or trust company at the time of the creation of the
10 escrow, or the Defeasance Obligations shall be subject to redemption at the option of
11 the owners thereof to assure such availability as so needed to meet such schedule.

12 (2) If any Series 2020 Bonds are deemed to be paid and
13 discharged pursuant to this Section 31, within 15 days after the date of defeasance, the
14 City shall irrevocably direct the Fiscal Agent to give written notice to each Owner of
15 Series 2020 Bonds deemed paid and discharged at the address shown on the Bond
16 Register on the date on which those Series 2020 Bonds are deemed paid and
17 discharged. The notice shall state, to the extent applicable, the same information
18 required by Section 6.(D) for the redemption of Series 2020 Bonds and shall describe
19 the Defeasance Obligations.

20 SECTION 32. SURVIVAL OF CERTAIN PROVISIONS. Notwithstanding the
21 foregoing, with respect to Series 2020 Bonds deemed paid pursuant to Section 31.(B),
22 any provisions of the Bond Ordinance which relate to indemnification and the payment
23 of fees and expenses, the payment of the principal of and premium on Series 2020
24 Bonds at maturity or on a prior redemption date, interest payments and dates thereof,
25 exchange, registration of transfer and registration of Series 2020 Bonds, replacement of
26 mutilated, destroyed, lost or stolen Series 2020 Bonds, the safekeeping and
27 cancellation of Series 2020 Bonds, non-presentment of Series 2020 Bonds, the holding
28 of money in trust and payments to the Fiscal Agent in connection with all of the
29 foregoing, shall remain in effect and be binding upon the Owners of Series 2020 Bonds
30 and the Fiscal Agent for those Series 2020 Bonds, notwithstanding the release and

1 discharge of the Bond Ordinance. The provisions of this Section 32 shall survive the
2 release, discharge and satisfaction of the Bond Ordinance.

3 SECTION 33. NOTICES. Except as otherwise specifically required in the Bond
4 Ordinance, notice with respect to the Series 2020 Bonds shall be effective when
5 received and it shall be sufficient service of any notice, request, demand or other paper
6 if the same is given: (i) orally, or (ii) by certified or registered mail, or (iii) by Electronic
7 Means, or (iv) hand delivered; provided that any notice given orally, including notice by
8 telephone, must be confirmed by notice in writing as set forth in clause (ii), (iii) (except
9 by telephone) or (iv) above initiated within one Business Day after oral notice is given.
10 Notice shall be given as follows:

11 If to the City:
12 City of Albuquerque, New Mexico
13 One Civic Plaza, N.W. (87102)
14 Post Office Box 1293 (87103)
15 Albuquerque, New Mexico
16 Attention: Chief Financial Officer
17 Telephone: (505) 768-3396
18 Facsimile: (505) 768-3447

19 Copy to City Attorney at same address
20 Telephone: (505) 748-4500
21 Facsimile: (505) 768-4525

22 If to the Fiscal Agent:
23 City Treasurer
24 City of Albuquerque, New Mexico
25 One Civic Plaza, N.W., First Floor (87102)
26 Post Office Box 1293 (87103)
27 Albuquerque, New Mexico
28 Telephone: (505) 768-3309
29 Facsimile: (505) 768-3447

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

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

4 When the Bond Ordinance provides for notice to the Owners of Series
5 2020 Bonds of any event, such notice shall be sufficiently given (unless otherwise
6 expressly provided in the Bond Ordinance) if in writing and given in accordance with this
7 Section 33 to each Owner of Series 2020 Bonds affected by such event, at his address
8 as it appears on the register for the Series 2020 Bonds. In any case where notice to an
9 Owner of Series 2020 Bonds is given by mail, neither the failure to mail such notice nor
10 any defect in any notice mailed to any particular Owner of Series 2020 Bonds shall
11 affect the sufficiency of such notice with respect to any other Owner, and any notice
12 which is mailed in the manner provided in this paragraph shall conclusively be
13 presumed to have been duly given.

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

17 The Fiscal Agent shall provide S&P, if the Series 2020 Bonds are then
18 rated by S&P, Moody's, if the Series 2020 Bonds are then rated by Moody's, and Fitch,
19 if the Series 2020 Bonds are then rated by Fitch, with prior written notice of any
20 amendments to the Bond Ordinance and the redemption of Series 2020 Bonds pursuant
21 to Sections 6.(A) or 6.(B) or paid pursuant to Section 31.(B). Such notice shall be sent
22 (a) to Moody's at: Moody's Investors Service, 7 World Trade Center, 250 Greenwich
23 Street, New York, New York 10007, (b) to S&P at: Standard & Poor's Corporation,
24 Attention: Municipal Finance Department, 55 Water Street, New York, New York
25 10041, and (c) to Fitch at: Fitch Ratings, One State Street Plaza, New York, New York
26 10004.

27 SECTION 34. AMENDMENT OF BOND ORDINANCE.

28 (A) LIMITATIONS UPON AMENDMENTS. Prior to any Series 2020
29 Bonds being issued, the Bond Ordinance may be amended by ordinance or resolution
30 of the Council without the consent of Owners. After Series 2020 Bonds have been

1 issued, the Bond Ordinance may be amended by ordinance or resolution of the Council
2 without the consent of Owners:

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

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

7 (3) To obtain or maintain a rating or shadow rating on any
8 Series 2020 Bonds from any rating agency which amendment, in the judgment of Bond
9 Counsel, does not materially adversely affect the Owners;

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

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

14 (B) ADDITIONAL AMENDMENTS. Except as provided above, the
15 Bond Ordinance may only be amended or supplemented by ordinance adopted by the
16 Council without receipt by the City of any additional consideration, but with the written
17 consent of the Owners of a majority of the principal amount of the Outstanding Series
18 2020 Bonds which are affected by the amendment or supplement (not including Series
19 2020 Bonds which are then owned by or for the account of the City). However, no such
20 ordinance shall have the effect of permitting:

21 (1) An extension of the maturity of any Series 2020 Bonds; or

22 (2) A reduction in the principal amount of, premium, if any, or
23 interest rate on any Series 2020 Bonds; or

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

27 (4) A reduction of the principal amount of Series 2020 Bonds
28 required for consent to such amendment or supplement.

29 (C) NOTICE OF AMENDMENT. Notice of a proposed amendment
30 requiring the consent of the Owners shall be mailed to the Owners of the Series 2020
31 Bonds then Outstanding affected by the amendment at their addresses as the same last

1 appear in the registration books kept by the Registrar. Such notice shall briefly set forth
2 the nature of the proposed amendment and shall state that copies of the instrument
3 pertaining to such amendment are on file at the principal corporate office of the
4 Registrar for inspection by all Owners. If, within 60 days or such longer period as shall
5 be prescribed by the City following the giving of such notice, the requisite percentage of
6 Owners affected by the amendment have consented to and approved the amendment,
7 the amendment shall become effective and no Owner shall have any right to object to
8 such amendment, or the operation thereof.

9 SECTION 35. MANNER OF EVIDENCING OWNERSHIP OF SERIES 2020
10 BONDS. Any request, direction, consent or other instrument provided or required by
11 the Bond Ordinance to be signed and executed by the Owners may be in any number of
12 concurrent writings of similar tenor and may be signed or executed by Owners in person
13 or by an agent appointed in writing. Proof of the execution of any such request,
14 direction or other instrument or of the writing appointing any such agent and of the
15 ownership of the applicable Series 2020 Bonds, if made in the following manner, shall
16 be sufficient for any of the purposes of the Bond Ordinance and shall be conclusive in
17 favor of the Fiscal Agent and the City with regard to any action taken by them, or either
18 of them, under such request or other instrument, namely:

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

24 (B) The ownership of Series 2020 Bonds shall be proved by the Bond
25 Register.

26 Any action taken or suffered by the Fiscal Agent pursuant to any provision
27 of the Bond Ordinance, upon the request or with the assent of any person who at the
28 time is the Owner of any Series 2020 Bonds, shall be conclusive and binding upon all
29 future Owners of the same Series 2020 Bonds.

30 SECTION 36. APPLICABLE LAW. The Bond Ordinance shall be governed by
31 the laws of the State without reference to choice of law principles thereof.

1 SECTION 37. PAYMENTS AND PERFORMANCE ON BUSINESS DAYS.

2 Except as otherwise required in the Bond Ordinance: (i) any covenant required to be
3 performed on any date which is not a Business Day may be performed on the first
4 Business Day thereafter and (ii) if the date for any payment on the Series 2020 Bonds
5 at a place of payment shall be other than a Business Day, then payment shall be made
6 on the next succeeding Business Day, and no interest shall accrue for the intervening
7 period other than as specifically provided for in the Bond Ordinance.

8 SECTION 38. LIMITATION OF RIGHTS. With the exception of rights in the

9 Bond Ordinance expressly conferred, nothing in the Bond Ordinance or in the Series
10 2020 Bonds, expressed or implied, is intended or shall be construed to give to any
11 Person other than the Owners, the Fiscal Agent, the City and the parties to which such
12 right, remedy or claim is expressly granted by the Bond Ordinance or the Series 2020
13 Bonds, any legal or equitable right, remedy or claim under or in respect to the Bond
14 Ordinance or the Series 2020 Bonds or any covenant, condition or stipulation of the
15 Bond Ordinance or in the Series 2020 Bonds, and all covenants, stipulations, promises
16 and agreements in the Bond Ordinance and in the Series 2020 Bonds shall be for the
17 sole and exclusive benefit of the Owners, each Insurer, the City and the parties to which
18 such right, remedy or claim is expressly granted.

19 SECTION 39. DELEGATED POWERS. The officers of the City are authorized

20 and directed to take all action necessary or appropriate to effectuate the provisions of
21 the Bond Ordinance, including, without limitation, the delivery of a “deemed final”
22 certificate relating to the Preliminary Official Statement, the publication of notice of
23 adoption of the Bond Ordinance, the distribution of material relating to the Series 2020
24 Bonds, the printing of the Series 2020 Bonds, certificates pertaining to the Series 2020
25 Bonds and the delivery of and security for the Series 2020 Bonds as may be reasonably
26 required by the Investment Bankers.

27 The Chief Financial Officer of the City, or his successor in interest, is
28 hereby authorized and directed to make such changes or corrections to the procedures
29 established in the Bond Ordinance relating to the times of day or the days on which
30 actions are required to be taken, or the persons responsible for particular actions, the
31 form of notice of the occurrence of events, the types and forms of actions required and

1 other similar administrative matters which, in his judgment, are necessary and
2 appropriate to accomplish the purposes of the Bond Ordinance. The Chief Financial
3 Officer, or his successor in interest or title, shall give notice of any such changes or
4 corrections to all persons affected thereby, to Bond Counsel for the City and shall file
5 with the City Clerk a certificate of such changes and corrections.

6 Pursuant to the Supplemental Public Securities Act, Section 6-14-8 et
7 seq., NMSA 1978, the Chief Financial Officer, Director of the Department of Finance
8 and Administrative Services and the City Treasurer are each hereby delegated authority
9 to execute the Bond Purchase Agreement, the Sale Certificate and to determine any or
10 all of the final terms of the Series 2020 Bonds, subject to the parameters and conditions
11 contained in this Bond Ordinance. The Chief Financial Officer, Director of the
12 Department of Finance and Administrative Services or the City Treasurer shall present
13 the Sale Certificate to the Council in a timely manner, before or after delivery of the
14 Series 2020 Bonds, at a regularly scheduled public meeting of the Council.

15 SECTION 40. IMMUNITY OF MAYOR, COUNCIL MEMBERS,
16 COMMISSIONERS, OFFICERS AND EMPLOYEES OF CITY. No recourse shall be
17 had for the enforcement of any obligation, promise or agreement of the City contained in
18 the Bond Ordinance or in any Series 2020 Bonds for any claim based thereon or
19 otherwise in respect thereof, against any Mayor, Council member, officer or employee,
20 as such, in his individual capacity, past, present or future, of the City or of any
21 successor to the City, whether by virtue of any constitutional provision, statute or rule of
22 law, or by the enforcement of any assignment or penalty or otherwise. It is expressly
23 agreed and understood that no personal liability shall attach to, or be incurred by, any
24 Mayor, Council member, officer or employee, as such, past, present or future, of the
25 City or of any successor to the City, either directly or through the City or any successor
26 to the City. All personal liability against every such Mayor, Council member, officer and
27 employee is, as a condition of, and as part of the consideration for, the adoption of the
28 Bond Ordinance, expressly waived and released.

29 SECTION 41. LIMITATION OF ACTION. After the passage of 30 days from the
30 publication required by Section 46, any action attacking the validity of any proceedings

1 had or taken by the City preliminary to and in the authorization and issuance of the
2 Series 2020 Bonds shall be perpetually barred.

3 SECTION 42. BOND ORDINANCE IRREPEALABLE. After any of the Series
4 2020 Bonds are issued, the Bond Ordinance shall be and remain irrevocable until all
5 Series 2020 Bonds and the interest thereon shall be fully paid canceled and discharged,
6 as provided in the Bond Ordinance, or there has been defeasance as provided in the
7 Bond Ordinance.

8 SECTION 43. SEVERABILITY CLAUSE. If any provision of the Bond Ordinance
9 shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as
10 applied in any particular case in any jurisdiction because it conflicts with any other
11 provision or provisions of any constitution or statute or rule of public policy, or for any
12 other reason, such circumstances shall not have the effect of rendering the provision in
13 question inoperative or unenforceable in any other case or circumstance, or of
14 rendering any other provision or provisions in the Bond Ordinance invalid, inoperative,
15 or unenforceable to any extent whatever.

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

19 SECTION 44. REPEALER CLAUSE. Any bylaws, orders, resolutions and
20 ordinances, or parts thereof, inconsistent with the Bond Ordinance are repealed to the
21 extent only of such inconsistency. This repealer shall not be construed to revive any
22 bylaw, order, resolution or ordinance, or part thereof, heretofore repealed.

23 SECTION 45. RECORDING; AUTHENTICATION; PUBLICATION; EFFECTIVE
24 DATE. Upon due adoption of this Bond Ordinance, it shall be recorded and preserved
25 by the City Clerk, authenticated by the signature of the President of the Council and City
26 Clerk, and approved by the Mayor and the seal of the City impressed hereon, and the
27 title and general summary of the subject matter contained in the Bond Ordinance
28 (substantially in the form set out in Section 46) shall be published in a newspaper which
29 maintains an office and is of general circulation in the City, in accordance with law.

30 SECTION 46. SUMMARY FOR PUBLICATION. The form of this Bond
31 Ordinance for the purpose of publication shall be substantially as set forth in this

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion

1 Section, and the Council hereby declares that the publication prescribed shall be
2 conclusive of the sufficiency of such form:

3 (Form of Ordinance for Publication)

4 NOTICE OF ADOPTION OF ORDINANCE

5 The City Council of the City of Albuquerque, New Mexico, hereby gives notice of
6 the adoption of its Ordinance Twenty-Fourth Council Bill No. O-20-____ on
7 _____, 2020. Complete copies of the Ordinance are available for public
8 inspection during the normal and regular business hours of the City Clerk, City of
9 Albuquerque.

10 The title of the Ordinance is:

11 **AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF**
12 **ALBUQUERQUE, NEW MEXICO TRANSPORTATION INFRASTRUCTURE GROSS**
13 **RECEIPTS TAX IMPROVEMENT REVENUE BONDS, SERIES 2020 IN AN**
14 **AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$50,000,000 FOR THE**
15 **PURPOSE OF (1) FINANCING THE COST OF DESIGNING, DEVELOPING,**
16 **CONSTRUCTING, RECONSTRUCTING, REHABILITATING, RENOVATING,**
17 **MODERNIZING, SIGNING, ENHANCING AND OTHERWISE IMPROVING**
18 **TRANSPORTATION SYSTEMS, INCLUDING ROAD INFRASTRUCTURE**
19 **IMPROVEMENTS, TRAILS AND BIKEWAYS AND TRANSIT, FOR THE BENEFIT OF**
20 **THE CITY (2) FUNDING THE CAPITALIZED INTEREST FUND, AND (3) PAYING**
21 **EXPENSES RELATED TO ISSUANCE OF THE BONDS; PROVIDING FOR THE**
22 **PAYMENT OF THE SERIES 2020 BONDS FROM TRANSPORTATION**
23 **INFRASTRUCTURE TAX REVENUES IMPOSED PURSUANT TO CITY ORDINANCE**
24 **NO. O-20-14 ENACTMENT NO. O-2020-016 ADOPTED ON MAY 18, 2020;**
25 **APPROVING THE DELEGATION OF AUTHORITY TO MAKE CERTAIN**
26 **DETERMINATIONS REGARDING THE SALE OF THE SERIES 2020 BONDS**
27 **PURSUANT TO THE SUPPLEMENTAL PUBLIC SECURITIES ACT; PROVIDING**
28 **FOR THE TERMS AND OTHER DETAILS CONCERNING THE SERIES 2020**
29 **BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO THE SERIES**
30 **2020 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN; REPEALING ALL**
31 **ACTIONS INCONSISTENT WITH THIS ORDINANCE; AUTHORIZING THE TAKING**

1 **OF OTHER ACTIONS IN CONNECTION WITH THE ISSUE AND SALE OF THE**
2 **SERIES 2020 BONDS.**

3 The title sets forth a general summary of the subjects matter contained in the
4 Ordinance. This notice also constitutes compliance with Sections 6-14-4 through 6-14-
5 7, NMSA 1978.

6 [END OF FORM OF SUMMARY OF ORDINANCE FOR PUBLICATION]
7

[Bracketed/Underscored Material] - New
[Bracketed/Strikethrough Material] - Deletion



CITY OF ALBUQUERQUE
Albuquerque, New Mexico
Office of the Mayor

Mayor Tim Keller

INTER-OFFICE MEMORANDUM

August 10, 2020

TO: Pat Davis, President - City Council

FROM: Tim Keller, Mayor 

SUBJECT: Authorizing the Issuance and Sale of City of Albuquerque, New Mexico, Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds Series 2020.

The attached bond ordinance authorizes the issuance and sale of City of Albuquerque, New Mexico, Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds Series 2020.

Bond proceeds will be used to fund approximately: (1) \$49,300,000 of transportation capital improvements, road & street improvements, trail & bikeway improvements, and some transit improvements for the benefit of the public and (2) \$4,100,000 to cover the cost of issuance, reserve fund, and capitalized interest for two years. The maturity on the bonds will be 15 years. The pledge on the bonds will be the ¼ cent transportation infrastructure gross receipts tax.

The Series 2020 Bonds will be sold at a negotiated sale on September 23, 2020, with closing on or about October 15, 2020.

The following proposed ordinance authorizing the issuance and sale of bonds is attached and hereby forwarded to the Council for its consideration and action.

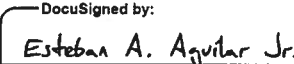
Authorizing the Issuance and Sale of City of Albuquerque, New Mexico, Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds Series 2020.

Approved:



Sarita Nair Date 8/13/20
Chief Administrative Officer

Approved as to Legal Form:

DocuSigned by:
 8/13/2020 | 11:17 AM MDT

Esteban A. Aguilar, Jr. Date
City Attorney

Recommended:

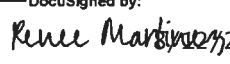


Sanjay M. Bhakta Date 8/13/20
Chief Financial Officer

Recommended:



Lawrence Rael Date
Chief Operating Officer

DocuSigned by:
 8/12/2020 | 9:46 PM PDT

03FCD26AD26748C...
Renee Martinez
Director, DFAS

Cover Analysis

1. What is it?

This is a Bond Ordinance for City of Albuquerque, New Mexico, Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds Series 2020, in the Maximum Principal Amount of \$50,000,000.

2. What will this piece of legislation do?

The legislation authorizes the issuance and sale of City of Albuquerque, New Mexico, Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds Series 2020, in the Maximum Principal Amount of \$50,000,000.

3. Why is this project needed?

Bond proceeds will be used for transportation capital improvements, road & street improvements, trail & bikeway improvements, and some transit improvements for the benefit of the public.

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

Bond proceeds will be used to fund approximately: (1) \$49,300,000 of transportation capital improvements, road & street improvements, trail & bikeway improvements, and some transit improvements for the benefit of the public and (2) \$4,100,000 to cover the cost of issuance, reserve fund, and capitalized interest for two years. The maturity on the bonds will be 15 years. The final par amount of bonds will not be determined until the day of the bond sale.

The funding source pledged on the bonds will be the ¼ cent transportation infrastructure gross receipts tax.

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

No other revenue sources are associated with these bonds.

FISCAL IMPACT ANALYSIS

TITLE: AUTHORIZING THE ISSUANCE AND SALE OF CITY OF ALBUQUERQUE, NM, TRANSPORTATION INFRASTRUCTURE GROSS RECEIPTS TAX IMPROVEMENT REVENUE BONDS, SERIES 2020 R: O: xxx FUND: 405 DEPT: DFAS/MD

[] 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			Total
		2021	2022	2023	
Base Salary/Wages					-
Fringe Benefits	35.54%	-	-	-	-
Subtotal Personnel		-	-	-	-
Operating Expenses					-
Debt Service			\$	1,995,500	1,995,500
Property Indirect Costs	2.50%	-	-	-	-
Total Expenses		\$ -	\$ -	\$ 1,995,500	\$ 1,995,500
[] Estimated revenues not affected					
[x] Estimated revenue impact					
Revenue from Fund 405			\$	1,995,500	1,995,500
City Cash Match -Fund 655					
City In-kind Match					
City IDOH					
Total Revenue		\$ -	\$ -	\$ 1,995,500	\$ 1,995,500

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

Number of Positions created

COMMENTS: The Series 2020 Transportation Infrastructure Gross Receipts Tax Improvement Revenue Bonds will be issued as tax-exempt fixed rate bonds. The bonds are scheduled to be sold on September 23, 2020 at a negotiated sale. The pledge on the bonds will be the ¼ cent transportation infrastructure gross receipts tax. Bond proceeds in the approximate amount of \$49,300,000 will fund the transportation capital improvements and \$4,100,000 will cover the cost of issuance, reserve fund, and capitalized interest for two years. The maturity on the bonds will be 15 years. The final par amount of bonds will not be determined until the day of the bond sale. Capitalized interest will be funded by bond proceeds to cover the first two (2) years of debt service interest for FY 2021 & FY 2022 in the amount of (\$3,492,125), thus there is no debt service impact in FY 2021 & FY 2022. Please see attached debt service schedules for more information on sources & uses of funds and debt service payments.

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

PREPARED BY: Cilia Aguilero 8/12/2020 | 4:49 PM MDT FISCAL ANALYST

APPROVED: Renee Martinez 8/12/2020 | 9:46 PM PDT DIRECTOR (date)

REVIEWED BY: Jayne Aranda 8/13/2020 | 10:10 AM MDT EXECUTIVE BUDGET ANALYST

Barbara L. Davis 8/13/2020 | 10:24 AM MDT BUDGET OFFICER (date)

Christina Burner 8/13/2020 | 11:10 AM MDT CITY ECONOMIST

SOURCES AND USES OF FUNDS

Scenarios
 \$4.5M Per Year - 15 Years - 2 Years Cap I

Dated Date 10/01/2020
 Delivery Date 10/01/2020

Sources:

Bond Proceeds:	
Par Amount	43,915,000.00
Premium	9,477,876.55
	<u>53,392,876.55</u>

Uses:

Other Fund Deposits:	
Capitalized Interest Fund	3,492,125.00
Delivery Date Expenses:	
Cost of Issuance	439,150.00
Underwriter's Discount	<u>175,660.00</u>
	614,810.00
Other Uses of Funds:	
Transit Tax Project Proceeds	49,285,941.55
	<u>53,392,876.55</u>

DETAILED BOND DEBT SERVICE

Scenarios
 \$4.5M Per Year - 15 Years - 2 Years Cap I

Bond Component (BOND)

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
01/01/2021			498,875	498,875	
07/01/2021			997,750	997,750	1,496,625
01/01/2022			997,750	997,750	
07/01/2022			997,750	997,750	1,995,500
01/01/2023			997,750	997,750	
07/01/2023	2,500,000	5.000%	997,750	3,497,750	4,495,500
01/01/2024			935,250	935,250	
07/01/2024	2,625,000	5.000%	935,250	3,560,250	4,495,500
01/01/2025			869,625	869,625	
07/01/2025	2,760,000	5.000%	869,625	3,629,625	4,499,250
01/01/2026			800,625	800,625	
07/01/2026	2,895,000	5.000%	800,625	3,695,625	4,496,250
01/01/2027			728,250	728,250	
07/01/2027	3,040,000	5.000%	728,250	3,768,250	4,496,500
01/01/2028			652,250	652,250	
07/01/2028	3,195,000	5.000%	652,250	3,847,250	4,499,500
01/01/2029			572,375	572,375	
07/01/2029	3,355,000	5.000%	572,375	3,927,375	4,499,750
01/01/2030			488,500	488,500	
07/01/2030	3,520,000	5.000%	488,500	4,008,500	4,497,000
01/01/2031			400,500	400,500	
07/01/2031	3,695,000	4.000%	400,500	4,095,500	4,496,000
01/01/2032			326,600	326,600	
07/01/2032	3,845,000	4.000%	326,600	4,171,600	4,498,200
01/01/2033			249,700	249,700	
07/01/2033	4,000,000	4.000%	249,700	4,249,700	4,499,400
01/01/2034			169,700	169,700	
07/01/2034	4,160,000	4.000%	169,700	4,329,700	4,499,400
01/01/2035			86,500	86,500	
07/01/2035	4,325,000	4.000%	86,500	4,411,500	4,498,000
	43,915,000		18,047,375	61,962,375	61,962,375

NET DEBT SERVICE

Scenarios
\$4.5M Per Year - 15 Years - 2 Years Cap I

Period Ending	Principal	Coupon	Interest	Total Debt Service	Capitalized Interest Fund	Net Debt Service
01/01/2021			498,875	498,875	498,875	
07/01/2021			997,750	997,750	997,750	
01/01/2022			997,750	997,750	997,750	
07/01/2022			997,750	997,750	997,750	
01/01/2023			997,750	997,750		997,750
07/01/2023	2,500,000	5.000%	997,750	3,497,750		3,497,750
01/01/2024			935,250	935,250		935,250
07/01/2024	2,625,000	5.000%	935,250	3,560,250		3,560,250
01/01/2025			869,625	869,625		869,625
07/01/2025	2,760,000	5.000%	869,625	3,629,625		3,629,625
01/01/2026			800,625	800,625		800,625
07/01/2026	2,895,000	5.000%	800,625	3,695,625		3,695,625
01/01/2027			728,250	728,250		728,250
07/01/2027	3,040,000	5.000%	728,250	3,768,250		3,768,250
01/01/2028			652,250	652,250		652,250
07/01/2028	3,195,000	5.000%	652,250	3,847,250		3,847,250
01/01/2029			572,375	572,375		572,375
07/01/2029	3,355,000	5.000%	572,375	3,927,375		3,927,375
01/01/2030			488,500	488,500		488,500
07/01/2030	3,520,000	5.000%	488,500	4,008,500		4,008,500
01/01/2031			400,500	400,500		400,500
07/01/2031	3,695,000	4.000%	400,500	4,095,500		4,095,500
01/01/2032			326,600	326,600		326,600
07/01/2032	3,845,000	4.000%	326,600	4,171,600		4,171,600
01/01/2033			249,700	249,700		249,700
07/01/2033	4,000,000	4.000%	249,700	4,249,700		4,249,700
01/01/2034			169,700	169,700		169,700
07/01/2034	4,160,000	4.000%	169,700	4,329,700		4,329,700
01/01/2035			86,500	86,500		86,500
07/01/2035	4,325,000	4.000%	86,500	4,411,500		4,411,500
	43,915,000		18,047,375	61,962,375	3,492,125	58,470,250