

Final-- July 12, 2005

EXCERPT FROM A REGULAR MEETING OF  
THE GOVERNING BOARD OF  
SANTA FE COUNTY, NEW MEXICO

The Board of County Commissioners ("the Board") of Santa Fe County ("the County"), New Mexico, met in regular session in full conformity with law and the rules and regulations of the Board at the Santa Fe County Administration Building, in Santa Fe, New Mexico, on July 12, 2005, at the hour of 3:00 p.m. Upon roll call, the following members were found to be present:

- Chairman Mike Anaya
- Member Comm. Campos
- Member Comm. Montoya
- Member Comm. Sullivan
- Member Comm. Vigil

Absent: \_\_\_\_\_

Also Present: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Member Comm. Montoya thereupon introduced and moved for adoption of the following resolution:



BCC RESOLUTIONS  
PAGES: 19

COUNTY OF SANTA FE )  
STATE OF NEW MEXICO ) ss

I hereby Certify That This Instrument Was Filed for Record On The 13TH Day Of July A D. 2005 at 16:50 And Has Duly Recorded as Instrument # 1388667 Of The Records Of Santa Fe County

Witness My Hand And Seal Of Office  
Valerie Espinoza  
Deputy Amelia Barajas County Clerk, Santa Fe, NM

SEC CLERK 07/13/2005

RESOLUTION NO. 2005-96

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF SANTA FE COUNTY, NEW MEXICO GENERAL OBLIGATION REFUNDING BONDS, SERIES 2005, IN THE PRINCIPAL AMOUNT OF \$8,490,000 TO PROVIDE FUNDS TO REFUND THE SANTA FE COUNTY, NEW MEXICO, GENERAL OBLIGATION BONDS, SERIES 1997, PAYABLE FROM AD VALOREM TAXES LEVIED ON ALL TAXABLE PROPERTY WITHIN THE COUNTY; PROVIDING FOR THE FORM, TERMS AND CONDITIONS OF THE BONDS, THE MANNER OF THEIR EXECUTION, AND THE METHOD OF AND SECURITY FOR PAYMENT; AND PROVIDING FOR OTHER DETAILS CONCERNING THE BONDS.

WHEREAS, the Board has determined and does hereby determine that the Santa Fe County, New Mexico, General Obligation Refunding Bonds, Series 2005 (the "Bonds") shall be issued at this time under the authority of the New Mexico Constitution and applicable law as hereinafter set forth, and desires to fix the form and details of the Bonds and to provide for the levy of taxes for the payment of the principal of and interest on the Bonds; and

WHEREAS, the net effective interest rate on the Bonds is 3.67918% which is not more than ten percent (10%) a year; and

WHEREAS, no action or suit has been commenced by any person or corporation contesting the validity of any of the proceedings directed toward the issuance and sale of the Bonds heretofore taken by the Board and the officers of the County; and

WHEREAS, the Board has determined to pay all principal of, and interest on, and applicable prior redemption premium due in connection with the outstanding Santa Fe County, New Mexico General Obligation Bonds, Series 1997, maturing on and after July 1, 2007 (the "Refunded Series 1997 Bonds"), as the same become due on or prior to their optional redemption date from the proceeds of the Bonds herein authorized; and

WHEREAS, the County is not delinquent in the payment of principal or interest on any of the Refunded Series 1997 Bonds; and

WHEREAS, the Board is authorized by Sections 6-15-11 through 6-15-22, NMSA 1978, as amended and supplemented, to issue refunding bonds for the purpose of refinancing and refunding the Refunded Series 1997 Bonds in the manner herein provided; and

WHEREAS, the Board hereby determines that the issuance of the Bonds, under current bond market conditions, for the purpose of refunding, refinancing, discharging and paying the Refunded Series 1997 Bonds and prior to their optional redemption date as more fully described herein and in the Escrow Agreement dated as of August 18, 2005; between the County and Bank of Albuquerque, N.A. (the "Escrow Agreement"), will

SEC CLERK 07/13/2005

result in an over-all reduction of debt service payments to be made by the County, and will effect other savings and economies, all to the benefit of the County; and

WHEREAS, the proceeds of the Bonds will be deposited and used in accordance with the terms of the Escrow Agreement to pay the principal of and interest on the Refunded Series 1997 Bonds; and

WHEREAS, RBC Dain Rauscher Incorporated (the "Underwriter") has agreed to purchase the Bonds at a purchase price of \$8,604,655.60 (representing the par amount of the Bonds less an underwriter's discount of \$50,855.10, plus a reoffering premium of \$165,510.70, plus accrued interest of \$-0- from the date of the Bonds to the date of delivery), and has presented a Bond Purchase Agreement dated July 12, 2005 (the "Bond Purchase Agreement") to the Board setting out the terms with respect to the purchase and sale of the Bonds for approval by the Board in connection with adoption of this Resolution; and

WHEREAS, the Board has received a commitment (the "Commitment") to provide a bond insurance policy (the "Policy") from MBIA Insurance Corporation (the "Bond Insurer"), and hereby determines that it is in the best interest of the County to obtain the Policy to enhance the marketability of the Bonds, thereby resulting in lower net debt service payments on the Bonds; and

WHEREAS, the Board has determined that costs of issuance of the Bonds of \$84,510.63 (which costs of issuance include a premium for the Policy of \$18,000) shall be paid from proceeds of the Bonds; and

WHEREAS, there has been presented to the Board and there has been on file with the Clerk:

1. The proposed form of Bond Purchase Agreement;
2. The proposed form of Escrow Agreement;
3. The proposed form of Continuing Disclosure Undertaking;
4. The proposed form of Official Statement;
5. The Preliminary Official Statement; and
6. The Commitment;

and

WHEREAS, the Bonds shall not be issued until the approval of the State of New Mexico Department of Finance and Administration required by Section 6-15-11, NMSA 1978, is obtained.

SFC CLERK 07/13/2005

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. All actions heretofore taken by the Board and the officers and employees of the County directed toward the issuance and sale of the Bonds to secure funds for the purposes stated above be, and the same hereby are, ratified, approved and confirmed, including the sale of the Bonds in the aggregate principal amount of \$8,490,000 to the Underwriter.

Section 2. In order to provide funds for the purposes stated above, the Board, on behalf of the County and upon the full faith and credit thereof, shall issue the County's general obligation bonds maturing and bearing interest as follows:

<u>Amount Maturing</u>	<u>Year Maturing (August 1)</u>	<u>Interest Rate (Per Annum)</u>
\$ 90,000	2006	3.250%
450,000	2007	3.250%
655,000	2008	3.250%
815,000	2009	3.250%
835,000	2010	3.500%
860,000	2011	3.750%
885,000	2012	3.750%
920,000	2013	4.000%
950,000	2014	4.000%
990,000	2015	4.000%
200,000	2016	5.000%
840,000	2016	4.000%

The Bonds shall be dated the Delivery Date (herein the "Series Date"), will be issued in one series and shall consist of bonds numbered consecutively from R-1 upward, issuable in the denomination of \$5,000 each or integral multiples thereof (provided that no individual bond will be issued for more than one maturity); shall bear interest from the Series Date to maturity at the rates per annum set forth above for the Bonds, payable to the registered owner thereof, or registered assigns, on January 1, 2006, and semiannually thereafter on January 1 and July 1 in each year in which the Bonds are outstanding and shall mature on August 1 of each year set forth above.

Bonds which are reissued upon transfer, exchange or other replacement shall bear interest from the most recent interest payment date to which interest has been fully paid or provided for in full or, if no interest has been paid, from the Series Date.

The principal of and interest on the Bonds due at maturity shall be payable to the registered owner thereof as shown on the registration books kept by the Santa Fe

SEC CLERK 07/13/2005

County Treasurer, Santa Fe, New Mexico, as "registrar/paying agent" (the "Registrar/Paying Agent") for the Bonds, upon maturity and upon presentation and surrender thereof at the principal office of the Registrar/Paying Agent. If any Bond shall not be paid upon such presentation and surrender at or after maturity, it shall continue to draw interest at the rate borne by said Bond until the principal thereof is paid in full. Payment of interest on the Bonds (other than at maturity) shall be made by check or draft mailed by the Registrar/Paying Agent (or by such other arrangement as may be mutually agreed to by the Registrar/Paying Agent and such registered owner), on or before each interest payment date (or, if such interest payment date is not a business day, on or before the next succeeding business day), to the registered owner thereof as of the close of business on the Record Date (defined below) at his address as it appears on the registration books kept by the Registrar/Paying Agent. All such payments shall be made in lawful money of the United States of America. The term "Record Date" as used herein with respect to any interest payment date shall mean the 15th day of the month preceding an interest payment date. The person in whose name any Bond is registered at the close of business on any Record Date with respect to any interest payment date shall be entitled to receive the interest payable thereon on such interest payment date notwithstanding any transfer or exchange thereof subsequent to such Record Date and prior to such interest payment date; but interest on any Bond which is not timely paid or duly provided for shall cease to be payable as provided above and shall be payable to the person in whose name such Bond is registered at the close of business on a special record date (the "Special Record Date") fixed by the Registrar/Paying Agent for the payment of any such overdue interest. The Special Record Date shall be fixed by the Registrar/Paying Agent whenever moneys become available for payment of overdue interest, and notice of any such Special Record Date shall be given not less than ten days prior thereto, by first-class mail, to the registered owners of the Bonds as of the fifth day preceding the mailing of such notice by the Registrar/Paying Agent, stating the Special Record Date and the date fixed for the payment of overdue interest.

The Bonds shall not be subject to optional redemption or mandatory sinking fund redemption.

Section 3. The Bonds shall constitute the general obligation bonds of the County, payable from general ad valorem taxes which shall be levied without limitation as to rate or amount. The full faith and credit of the County shall be, and hereby is, irrevocably pledged to the payment of the principal of and interest on the Bonds.

Section 4. The Bonds shall bear the manual or facsimile signature of the Chairman of the Board and shall be attested by the manual or facsimile signature of the County Clerk and shall bear the manual or facsimile seal of the County. The Bonds shall be authenticated by the manual signature of an authorized officer of the Registrar/Paying Agent. The Bonds bearing the signatures or facsimile signatures of the officers in office at the time of the signing thereof shall be the valid and binding obligations of the County, notwithstanding that before the delivery of the Bonds and payment therefor, or before the issuance thereof upon transfer or exchange, any or all of the persons whose signatures appear on the Bonds shall have ceased to fill their respective offices. The Chairman of

SFC CLERK 07/13/2005

the Board and the County Clerk shall, by the execution of a signature certificate pertaining to the Bonds, adopt as and for their respective signatures the facsimiles thereof appearing on the Bonds; and, at the time of the execution of the signature certificate, the Chairman of the Board and the County Clerk may each adopt as and for his or her facsimile signature the facsimile signature of his or her predecessor in office in the event that such facsimile signature appears upon any of the Bonds. The Chairman of the Board and the County Clerk, pursuant to Sections 6-9-1 through 6-9-6, inclusive, NMSA 1978, shall each forthwith file his manual signature, certified by him under oath, with the Secretary of State of New Mexico, provided that such filing shall not be necessary for any officer where any previous filing shall have application to the Bonds.

No Bond shall be valid or obligatory for any purpose unless the certificate of authentication, substantially in the form hereinafter provided, has been duly executed by the Registrar/Paying Agent. The Registrar/Paying Agent's certificate of authentication shall be deemed to have been duly executed by it if manually signed by an authorized officer of the Registrar/Paying Agent, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

#### Section 5.

A. Books for the registration and transfer of the Bonds shall be kept by the Registrar/Paying Agent, which is hereby appointed by the County as registrar and as paying agent for the Bonds. Upon the surrender for transfer of any Bond at the principal office of the Registrar/Paying Agent, duly endorsed for transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing, the Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the Bond to be transferred in the name of the transferee or transferees a new Bond or Bonds in fully registered form of the same aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. Bonds may be exchanged at the principal corporate trust office of the Registrar/Paying Agent for an equal aggregate principal amount of Bonds of other authorized denominations, and of the same maturity, series and interest rate. The Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the Bond to be exchanged a Bond or Bonds which the registered owner making the exchange is entitled to receive, bearing a number or numbers not contemporaneously outstanding. Exchanges and transfers of Bonds as herein provided shall be without charge to the owner or any transferee, but the Registrar/Paying Agent may require the payment by the owner of any Bond requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer.

B. The person in whose name any Bond shall be registered on the registration books kept by the Registrar/Paying Agent, shall be deemed and regarded as the absolute owner thereof for the purpose of making payment thereof and for all other purposes except as may otherwise be provided with respect to payment of overdue interest as is provided in Section 2 hereof; and payment of or on account of either

SFC CLERK 07/13/2005

principal or interest on any Bond shall be made only to or upon the written order of the registered owner thereof or his legal representative, but such registration may be changed upon transfer of such Bond in the manner and subject to the conditions and limitations provided herein. All such payments shall be valid and effectual to discharge the liability upon such Bond to the extent of the sum or sums so paid.

C. If any Bond shall be lost, stolen, destroyed or mutilated, the Registrar/Paying Agent shall, upon receipt of the mutilated Bond or other proof of loss or destruction, proof of ownership, a surety bond in twice the face amount of the Bond, payment of the cost of preparing and issuing the new Bond, and other such evidence, information or indemnity relating thereto as it may reasonably require and as may be required by law, authenticate and deliver a replacement Bond or Bonds of a like aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. If such lost, stolen, destroyed or mutilated Bond shall have matured, the Registrar/Paying Agent may pay such Bond in lieu of replacement.

D. The officers of the County are authorized to deliver to the Registrar/Paying Agent fully executed but unauthenticated Bonds in such quantities as may be convenient to be held in custody by the Registrar/Paying Agent pending use as herein provided.

E. Whenever any Bond shall be surrendered to the Registrar/Paying Agent upon payment thereof, or to the Registrar/Paying Agent for transfer, exchange or replacement as provided herein, such Bond shall be promptly cancelled by the Registrar/Paying Agent, and counterparts of a certificate of such cancellation shall be furnished by the Registrar/Paying Agent to the County.

F. Notwithstanding any other provision herein, the Bonds may be issued or registered, in whole or in part, in book-entry form from time to time with no physical distribution of bond certificates made to the public, with The Depository Trust Company of New York, New York (the "Depository"), acting as securities depository for the Bonds. A single certificate for each maturity date of the Bonds issued in book-entry form will be delivered to the Depository and immobilized in its custody. The book-entry system will evidence ownership of the Bonds in authorized denominations, with transfer of ownership effected on the books of the Depository and its participants ("Participants"). As a condition to delivery of the Bonds in book-entry form, the purchaser will, immediately after acceptance of delivery thereof, deposit, or cause to be deposited, the Bond certificates with the Depository, registered in the name of the Depository or its nominee. Principal and interest will be paid to the Depository or its nominee as the registered owner of the Bonds. The transfer of principal and interest payments to Participants will be the responsibility of the Depository; the transfer of principal and interest payments to the beneficial owners of the Bonds (the "Beneficial Owners") will be the responsibility of Participants and other nominees of Beneficial Owners maintaining a relationship with Participants (the "Indirect Participants"). The County will not be

SFC CLERK 07/13/2005

responsible or liable for maintaining, supervising or reviewing the records maintained by the Depository, Participants or Indirect Participants.

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

Officers of the County are authorized to sign agreements with or letters to the Depository relating to the matters set forth in this Section.

Notwithstanding any other provision herein, so long as all of the Bonds are registered in the name of the Depository or its nominee, all payments of principal and interest on the Bonds, and all notices with respect to the Bonds, shall be made and given by the Registrar/Paying Agent or the County to the Depository as provided in this Bond Resolution and by the Depository to its Participants or Indirect Participants and notices to the Beneficial Owners of the Bonds in the manner provided in an agreement or letter of the County to the Depository.

Section 6. If the Registrar/Paying Agent initially appointed hereunder shall resign, or if the County shall reasonably determine that said Registrar/Paying Agent has become incapable of fulfilling its duties hereunder, the County may, upon notice mailed to each registered owner of Bonds at the address last shown on the registration books, appoint a successor registrar/paying agent. Every such successor registrar/paying agent shall be a bank or trust company located in and in good standing in the United States and having a shareholders' equity (e.g., capital stock, surplus and undivided profits), however denominated, of not less than \$10,000,000.

Section 7. Subject to the registration provisions hereof, the Bonds hereby authorized shall be fully negotiable and shall have all the qualities of negotiable paper, and the registered owner or owners thereof shall possess all rights enjoyed by the holders of negotiable instruments under the provisions of the Uniform Commercial Code.

Section 8. The Bonds shall be in substantially the following form:

[Remainder of page intentionally left blank]

[form of bond]

**REGISTERED**

**REGISTERED**

NO. \_\_\_\_\_

\$ \_\_\_\_\_

SANTA FE COUNTY, NEW MEXICO  
GENERAL OBLIGATION REFUNDING BONDS,  
SERIES 2005

Registered Owner: \_\_\_\_\_

Principal Amount: \_\_\_\_\_ DOLLARS

**INTEREST RATE**  
\_\_\_\_\_ % per annum

**MATURITY DATE**  
August 1, \_\_\_\_

**SERIES DATE**  
August \_\_, 2005

**CUSIP**

The Board of County Commissioners (the "Board") of Santa Fe County, New Mexico (the "County"), on the faith, credit and behalf of the County, for value received, hereby promises to pay to the registered owner named above, or registered assigns, the principal amount hereof on the Maturity Date and to pay interest on the principal amount at the Interest Rate on January 1, 2006, and thereafter on July 1 and January 1 of each year (the "Interest Payment Date") from the Series Date to its maturity. The principal of the bonds of the series of which this is one (the "Bonds") and interest due at maturity shall be payable to the registered owner thereof as shown on the registration books kept by the Santa Fe County Treasurer, Santa Fe, New Mexico, as "registrar/paying agent" (the "Registrar/Paying Agent") for the Bonds, upon maturity and upon presentation and surrender thereof at the principal corporate trust office of the Registrar/Paying Agent. If any Bond shall not be paid upon such presentation and surrender at or after maturity, it shall continue to draw interest at the rate borne by said Bond until the principal thereof is paid in full. Payment of interest on the Bonds (other than at maturity) shall be made by check or draft mailed by the Registrar/Paying Agent (or by such other arrangement as may be mutually agreed to by the Registrar/Paying Agent and such registered owner), on or before each Interest Payment Date (or, if such Interest Payment Date is not a business day, on or before the next succeeding business day), to the registered owner thereof as of the close of business on the Record Date (defined below) at his address as it appears on the registration books kept by the Registrar/Paying Agent. All such payments shall be made in lawful money of the United States of America. The term "Record Date" as used

SFC CLERK 07/13/2005

herein with respect to any Interest Payment Date shall mean the 15th day of the month preceding an Interest Payment Date. The person in whose name any Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable thereon on such Interest Payment Date notwithstanding any transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date; but interest on any Bond which is not timely paid or duly provided for shall cease to be payable as provided above and shall be payable to the person in whose name such Bond is registered at the close of business on a special record date (the "Special Record Date") fixed by the Registrar/Paying Agent for the payment of any such overdue interest. The Special Record Date shall be fixed by the Registrar/Paying Agent whenever moneys become available for payment of overdue interest, and notice of any such Special Record Date shall be given not less than ten days prior thereto, by first-class mail, to the registered owners of the Bonds as of the fifth day preceding the mailing of such notice by the Registrar/Paying Agent, stating the Special Record Date and the date fixed for the payment of overdue interest.

The Bonds are fully registered and are issuable in denominations of \$5,000 and any integral multiple thereof (provided that no individual bond may be issued for more than one maturity).

The series of Bonds of which this bond is one is limited to the total principal amount of \$8,490,000 of like tenor except as to number, denomination, maturity date, and interest rate, issued by Santa Fe County, New Mexico, for the purpose of refunding and paying the Santa Fe County, New Mexico, General Obligation Bonds, Series 1997, maturing on and after July 1, 2007, under the authority of and in full conformity with the Constitution and laws of the State of New Mexico (particularly Sections 6-15-11 through 6-15-22 NMSA 1978, and acts amendatory and supplemental thereto), and pursuant to a resolution of the Board duly adopted and made a law of the County prior to the issuance of this bond (the "Bond Resolution").

The Bonds are not subject to optional redemption.

The Registrar/Paying Agent will maintain the books of the County for the registration of ownership of the Bonds. Upon the surrender for transfer of any Bond at the principal office of the Registrar/Paying Agent, duly endorsed for transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing, the Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the Bond to be transferred in the name of the transferee or transferees a new Bond or Bonds in fully registered form of the same aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. Bonds may be exchanged at the principal office of the Registrar/Paying Agent for an equal aggregate principal amount of Bonds of other authorized denominations, and of the same maturity, series and interest rate. The Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the Bond to be exchanged a

SEC CLERK 07/13/2005

Bond or Bonds which the registered owner making the exchange is entitled to receive, bearing a number or numbers not contemporaneously outstanding. Exchanges and transfers of Bonds as herein provided shall be without charge to the owner or any transferee, but the Registrar/Paying Agent may require the payment by the owner of any Bond requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer.

The person in whose name any Bond shall be registered on the registration books kept by the Registrar/Paying Agent, shall be deemed and regarded as the absolute owner thereof for the purpose of making payment thereof and for all other purposes except as may otherwise be provided with respect to payment of interest; and payment of or on account of either principal or interest on any Bond shall be made only to or upon the written order of the registered owner thereof or his legal representative, but such registration may be changed upon transfer of such Bond in the manner and subject to the conditions and limitations provided herein. All such payments shall be valid and effectual to discharge the liability upon such Bond to the extent of the sum or sums so paid.

If any Bond shall be lost, stolen, destroyed or mutilated, the Registrar/Paying Agent shall, upon receipt of the mutilated Bond or other proof of loss or destruction, proof of ownership, a surety bond in twice the face amount of the Bond, payment of the cost of preparing and issuing the new Bond, and such other evidence, information or indemnity relating thereto as it may reasonably require and as may be required by law, authenticate and deliver a replacement Bond or Bonds of a like aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. If such lost, stolen, destroyed or mutilated Bond shall have matured, the Registrar/Paying Agent may pay such Bond in lieu of replacement.

For the punctual payment of the principal of and interest on this bond as aforesaid and for the levy and collection of taxes in accordance with the statutes authorizing the issuance of this bond, the full faith and credit of the County is hereby irrevocably pledged. The Board has, by the Bond Resolution, ordered the creation of an interest and sinking fund for the payment of the Bonds. Such fund is to be held in trust for the benefit of the owner or owners of the Bonds.

It is hereby certified, recited and warranted that all the requirements of law have been complied with by the proper officials of the County in the issuance of this bond; that the total indebtedness of the County, including that of this bond, does not exceed any limit of indebtedness prescribed by the Constitution or laws of the State of New Mexico; that provision has been made for the levy and collection of annual taxes sufficient to pay the principal of and the interest on this bond when the same become due.

This bond shall not be valid or obligatory for any purpose until the Registrar/Paying Agent shall have manually signed the certificate of authentication hereon.

IN TESTIMONY WHEREOF, the Board of County Commissioners of Santa Fe County, New Mexico, constituting the governing board of the County, has caused the manual or facsimile of the seal of the County to be hereto affixed and this bond to be signed and executed with the manual or facsimile signature of the Chairman, and attested with the manual or facsimile signature of the County Clerk, all as of the Series Date.

SANTA FE COUNTY, NEW MEXICO

[MANUAL or FACSIMILE SEAL]

By           (Manual or Facsimile Signature)            
Chairman  
Board of County Commissioners

ATTEST:

By           (Manual or Facsimile Signature)            
County Clerk

SFC CLERK 07/13/2005

[Form of Certificate of Authentication]

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds described in the Bond Resolution and has been duly registered on the registration books kept by the undersigned as Registrar/Paying Agent for the Bonds.

Date of Authentication and Registration:

SANTA FE COUNTY TREASURER,  
As Registrar/Paying Agent

By \_\_\_\_\_  
Authorized Officer

[End of Form of Certificate of Authentication]

SFC CLERK 07/13/2005

[Form of Assignment]

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers unto \_\_\_\_\_ whose social security or tax identification number is \_\_\_\_\_, the within bond and irrevocably constitutes and appoints \_\_\_\_\_ attorney to transfer such bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed: \_\_\_\_\_

\_\_\_\_\_

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

[End of Form of Assignment]

[End of Form of Bond]

[Remainder of page intentionally left blank]

SFC CLERK 07/13/2005

Section 9. When the Bonds have been duly executed and authenticated, they shall be delivered to the lawful purchaser thereof named in Section 1 of this Resolution. The funds realized from the sale of the Bonds shall be applied solely to the specified purpose for the Bonds, but the purchaser of the Bonds shall in no manner be responsible for the application of or disposal by the County, or any of its officers, of any of the funds derived from the sale thereof.

Section 10. There shall be levied on all taxable property in the County, at the time and in the manner provided by law, in addition to all other taxes, direct annual ad valorem taxes sufficient to pay the principal of and interest accruing on the Bonds promptly as the same shall become due. This Resolution is hereby declared to be the certificate of the Board, as to the amount of taxes necessary to be levied for the purposes herein stated and said taxes shall be certified, levied and extended upon the tax rolls and collected in the same manner, at the same time and subject to the same penalties as general state and county taxes are certified, levied and collected. Said taxes, when collected, shall be kept by the County in an interest and sinking fund, which is hereby created, to be used solely for the purpose of paying the principal of and interest on the Bonds as the same become due or mature; provided that nothing herein contained shall be so construed as to prevent the application of any other funds belonging to the County and available for that purpose, to the payment of the Bonds or the interest thereon, as the same become due and upon such payment the levy or levies of tax provided for in this Section may thereupon to that extent be diminished. If the taxes herein provided for shall not be levied or collected in time to pay the interest on or principal of the Bonds as the same become due or mature, then such interest or principal shall be paid from any funds belonging to the County, which funds may be reimbursed from the taxes herein provided for when the same are collected.

Section 11. The Chairman of the Board, County Clerk, County Treasurer and other officers and employees of the County are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution, including without limiting the generality of the foregoing, the entering into of the Escrow Agreement and the Bond Purchase Agreement, the printing of the Bonds, the execution of a continuing disclosure undertaking for the benefit of the Bond purchaser, the execution of letters and agreements with the Depository, the printing and execution of disclosure documents relating to the Bonds, the deposit of Bond proceeds and other legally available moneys necessary to redeem and pay the Refunded Series 1997 Bonds as set forth in the Escrow Agreement, the payment of the costs of issuance of the Bonds, including the payment of the premium for the Bond Insurance Policy, and such certificates as may be required by the Bond purchaser, Bond Insurer or bond counsel relating to, among other things, the signing of the Bonds, the tenure and identity of County officials, the receipt of the purchase price of the Bonds from the purchaser and the absence of litigation, pending or threatened, if in accordance with the facts, affecting the validity thereof and the absence and existence of factors affecting the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Section 12. The County covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The Chairman of the Board, County Clerk and any other officer and employee of the County having responsibility for the issuance of the Bonds shall give an appropriate certificate of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Bonds.

The County covenants that it (a) will take or cause to be taken such actions which may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or permit to be taken any actions which would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield, as required, on investment property acquired with those proceeds, (iii) make timely rebate payments, if required, to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code. The Chairman of the Board, County Clerk, and other appropriate officers and employees are hereby authorized and directed to take any and all actions, make calculations and rebate payments, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

Section 13. The approval of the New Mexico Department of Finance and Administration as required by Section 6-15-11, NMSA 1978, as amended and supplemented from time to time, will be obtained prior to issuance and delivery of the Bonds to the purchaser.

Section 14. Moneys in any fund not immediately needed (other than moneys deposited pursuant to the Escrow Agreement, which shall be invested in accordance with the provisions of the Escrow Agreement) may be invested as provided by state law and applicable federal statutes and regulations, provided that the Board and the County hereby covenant to the purchasers and the holders of the Bonds from time to time that the County will make no use of the proceeds of the Bonds or any funds reasonably expected to be used to pay the principal of or interest on the Bonds which will cause the Bonds to be arbitrage bonds within the meaning of Section 148 of the Code, as amended, or which would adversely affect the tax status of interest on the Bonds under the Code. This covenant is for the benefit of the purchasers and the holders of the Bonds from time to time.

Section 15. The County has elected and does hereby declare its intent to exercise, on the behalf and in the name of the County, its option to redeem on July 1, 2006, all of the outstanding Refunded Series 1997 Bonds maturing on and after July 1,

SEC CLERK 07/13/2005

2007, at a redemption price equal to the principal amount of the Refunded Series 1997 Bonds to be optionally redeemed plus accrued interest to July 1, 2006.

Section 16. To assist the purchaser in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), at the time of delivery of the Bonds, the County will undertake, pursuant to a written continuing disclosure undertaking, to provide annual financial information and notices of certain material events.

Section 17. After any of the Bonds have been issued, this resolution shall constitute a contract between the County and the holder or holders of the Bonds and shall be and remain irrevocable and unalterable until the Bonds and the interest thereon shall have been fully paid, satisfied and discharged, defeased or until such payment has been duly provided for.

Section 18. If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.

Section 19. The following notice shall be published in substantially the following form one time in a newspaper having general circulation in the County as soon as is practicable after the adoption hereof.

SFC CLERK 07/13/2005

[Form of Notice]

NOTICE OF ADOPTION OF RESOLUTION

NOTICE IS HEREBY GIVEN that the governing board of Santa Fe County, New Mexico, on the 12<sup>th</sup> day of July, 2005, adopted a resolution entitled:

RESOLUTION NO. 2005-96

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF SANTA FE COUNTY, NEW MEXICO GENERAL OBLIGATION REFUNDING BONDS, SERIES 2005, IN THE PRINCIPAL AMOUNT OF \$8,490,000 TO PROVIDE FUNDS TO REFUND THE SANTA FE COUNTY, NEW MEXICO, GENERAL OBLIGATION BONDS, SERIES 1997, PAYABLE FROM AD VALOREM TAXES LEVIED ON ALL TAXABLE PROPERTY WITHIN THE COUNTY; PROVIDING FOR THE FORM, TERMS AND CONDITIONS OF THE BONDS, THE MANNER OF THEIR EXECUTION, AND THE METHOD OF AND SECURITY FOR PAYMENT; AND PROVIDING FOR OTHER DETAILS CONCERNING THE BONDS.

The Resolution directs and authorizes the issuance of the Santa Fe County, New Mexico General Obligation Refunding Bonds, Series 2005, in the aggregate principal amount of \$8,490,000; authorizes the sale of the bonds to RBC Dain Rauscher Incorporated and provides for the delivery thereof; provides for the form of the bonds; provides for levy of taxes to pay the principal of and interest on the bonds; makes certain covenants with the bond purchaser; and provides other details concerning the bonds. Complete copies of the Resolution are available for public inspection during normal and regular business hours at the office of the County Clerk, Santa Fe County Administration Building, 102 Grant Avenue, Santa Fe, New Mexico. This notice constitutes compliance with Section 6-14-6 NMSA 1978.

DATED this 12<sup>th</sup> day of July, 2005.

[End of Form of Notice]

SFC CLERK 07/13/2005

Section 20. All acts and resolutions in conflict with this Resolution are hereby rescinded, annulled and repealed.

PASSED, ADOPTED AND APPROVED this 12<sup>th</sup> day of July, 2005.

SANTA FE COUNTY, NEW MEXICO

[SEAL]

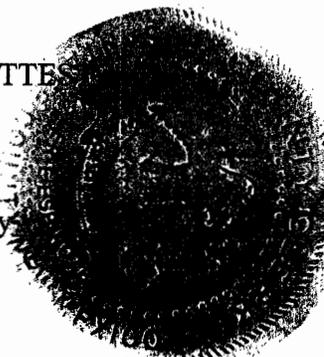
By

*Michael D. Anaya*  
Chairman

Board of County Commissioners

ATTEST

By



*J. Spinoza*

SFC CLERK 07/13/2005

[Signature page for Bond Resolution]