

THE BOARD OF COUNTY COMMISSIONERS  
OF SANTA FE COUNTY

RESOLUTION NO. 2016 - 47

A NOTICE OF SALE RESOLUTION  
FOR  
GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS,  
SERIES 2016

WHEREAS, at a general obligation bond election duly called and held for Santa Fe County, State of New Mexico, (the "County") on November 6, 2012, the electors of the County authorized the Board of County Commissioners of Santa Fe County (the "Board") to contract bonded indebtedness on behalf of the County and upon the credit thereof by issuing general obligation bonds of the County to secure funds for the following purposes in the following amounts:

<u>Purpose</u>	<u>Amount Authorized at Election</u>	<u>Amount Previously Issued</u>	<u>Amount to be Issued</u>
acquire, construct, design, and equip roads within the County	\$19,000,000	\$15,031,000*	\$3,969,000
acquire real property and necessary water rights for, and construct, design, equip, rehabilitate, and improve water and wastewater projects within the County	\$10,000,000	\$6,969,000*	\$3,031,000
acquire, design, construct, improve, equip, and restore open space, trails, and parks within the County	\$6,000,000	\$5,000,000	\$1,000,000
TOTALS:	<u>\$35,000,000</u>	<u>\$27,000,000</u>	<u>\$8,000,000</u>

\*As reallocated pursuant to Board Resolution No. 2015-170, adopted on December 8, 2015.

**WHEREAS**, the Board has determined, and does hereby determine, that it is necessary and in the best interest of the County and the inhabitants thereof that:

(A) the \$8,000,000 portion of the general obligation bonds authorized at the election (the "Series 2016 Improvement Bonds") be issued at this time; and

(B) general obligation refunding bonds be issued in an aggregate principal amount of \$19,785,000 (the "Series 2016 Refunding Bonds" and, together with the Series 2016 Improvement Bonds, the "Series 2016 Bonds") for the purpose of advance refunding, refinancing, paying and redeeming, on July 1, 2018, the County's General Obligation Bonds, Series 2008 maturing on and after July 1, 2019 outstanding in the amount of \$18,400,000;

provided, however, that a satisfactory price for the Series 2016 Bonds be obtained upon a public sale.

**NOW, THEREFORE**, be it resolved by the Board of County Commissioners of Santa Fe County, New Mexico:

Section 1. The Chairperson of the Board and the County Clerk are authorized and directed to cause to be published a notice of sale of the Series 2016 Bonds in the form set forth below in Section 2, for the purposes and in the amount described above, in the *Albuquerque Journal* a newspaper of general circulation in the County, at least one week prior to the date of sale, and the County Manager or County Finance Director are hereby authorized and directed to cause such other notice of the bond sale to be given as either of them shall determine, including the publication of the notice in financial papers and periodicals and the distribution among investment bankers and others of a preliminary official statement relating to the Series 2016 Bonds.

Section 2. The notice of sale of the Series 2016 Bonds shall be published in the following form:

(Form of Notice for Publication)

NOTICE OF PUBLIC MEETING AND BOND SALE  
SANTA FE COUNTY, NEW MEXICO  
\$27,785,000  
GENERAL OBLIGATION  
IMPROVEMENT AND REFUNDING BONDS, SERIES 2016

PUBLIC NOTICE IS HEREBY GIVEN that the Board of County Commissioners (the "Board"), the governing body of Santa Fe County, New Mexico (the "County"), will receive unconditional bids on Tuesday, June 14, 2016, between 9:30 a.m. and 10:00 a.m., prevailing Mountain Time, submitted electronically through the facilities of GRANT STREET GROUP for the purchase of the County's proposed General Obligation Improvement and Refunding Bonds, Series 2016 (the "2016 Bonds") in an aggregate principal amount of \$27,785,000. The Board will meet in regular session at 2:00 p.m., on

June 14, 2016, in the County Commission Chambers, County Administrative Building, 102 Grant Avenue, Santa Fe, New Mexico, being the regular meeting place of the Board, to take action to award the 2016 Bonds. The 2016 Bonds will be issued as fully registered bonds and will mature on July 1 of each year as follows:

\$27,785,000\*  
 SANTA FE COUNTY, NEW MEXICO  
 GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS  
 SERIES 2016

Year Maturing (July 1)	Amount Maturing*
2017	\$
2018	
2019	
2020	
2021	
2022	
2023	
2024	
2025	
2026	
2027	
2028	
2029	
2030	
2031	
2032	
2033	
2034	
2035	
2036	

\*Preliminary, subject to change.

The 2016 Bonds will be issued as fully registered bonds. The 2016 Bonds will be the general obligation of the County, payable solely out of general (*ad valorem*) taxes which shall be levied against all taxable property in the County without limitation as to rate or amount, as provided in the Property Tax Code, for the property tax years of 2016 through 2035.

The maximum net effective interest rate on the 2016 Bonds shall not exceed ten percent (10%) per annum. Discounts shall not be permitted as part of the sale price of a series of the 2016 Bonds, in whole, although discounts may be offered on any single maturity of a series of 2016 Bonds. Interest on each Bond shall be evidenced until maturity by only one interest rate.

Interest on the 2016 Bonds will be payable on January 1 and July 1 in each year while the 2016 Bonds are outstanding, beginning January 1, 2017. The 2016 Bonds will bear interest until maturity from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from the date of the 2016 Bonds.

Each bid shall be deemed an irrevocable offer to purchase the 2016 Bonds on the terms provided therein and in the Official Notice of Bond Sale. Each bidder is required to submit an unconditional electronic bid for the 2016 Bonds.

Each bid must be submitted electronically through the facilities of GRANT STREET GROUP. THE COUNTY WILL NOT ACCEPT TELEPHONE, FACSIMILE OR HAND-DELIVERED BIDS. The County shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, GRANT STREET GROUP, the use of such facilities being at the sole risk of the bidder.

This Notice is not a disclosure document, and it is not the Official Notice of Bond Sale. Prior to submitting a bid to the County for the 2016 Bonds, a full review should be made of the Official Notice of Bond Sale and the entire Preliminary Official Statement ("Preliminary Official Statement") for the 2016 Bonds. The offering of Bonds to potential investors is made only by means of the Preliminary Official Statement.

Copies of the Official Notice of Bond Sale, the Preliminary Official Statement and the Required Bid Form are available for viewing in electronic format at [www.grantstreet.com](http://www.grantstreet.com) <http://www.kpauction.com/> or may be obtained upon request from Erik Harrigan, Director, RBC Capital Markets, 6301 Uptown Blvd., Ste. 110 Albuquerque, NM 87110, Phone: (505) 872-5999.

Further information relating to the County and the 2016 Bonds will be contained in the Preliminary Official Statement, which will be "deemed final" by the County at its date for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission, except with respect to offering prices, interest rates, identity of the underwriter, selling compensation, delivery date, or other terms required to be specified in the bids, ratings, and other terms depending on such matters.

The validity and enforceability of the Bonds will be approved by Modrall Sperling Roehl Harris and Sisk, P.A., 500 Fourth Street NW, Suite 1000, Albuquerque, New Mexico 87102.

DATED this 26<sup>th</sup> day of April, 2016.

BOARD OF COUNTY COMMISSIONERS  
SANTA FE COUNTY, NEW MEXICO



To bid, bidders must have both (1) completed the registration form on the Grant Street Group website and (2) requested and received admission to the County's auction, as described under "TERMS OF SALE - Submission of Bids" below. The use of Grant Street Group shall be at the bidder's risk and expense, and the County shall have no liability with respect thereto.

Neither the County, Grant Street Group, the Financial Advisor, nor Bond Counsel shall be responsible for, and each bidder expressly assumes the risk of, any incomplete, inaccurate, or untimely bid submitted by Internet transmission by such bidder, including, without limitation, by reason of garbled transmissions, mechanical failure, engaged telephone or telecommunications lines, or any other cause arising from delivery by Internet transmission. Additionally, the Grant Street Group time stamp will govern the receipt of all bids. The official bid clock does not automatically refresh. Bidders must refresh the auction page periodically to monitor the progression of the bid clock and to ensure that their bid will be submitted prior to the termination of the auction. All bids will be deemed to incorporate the provisions of this Official Notice of Bond Sale.

This Official Notice of Bond Sale, and the information set forth herein, are not to be treated as a complete disclosure of all relevant information with respect to the 2016 Bonds. The information set forth herein is subject, in all respects, to a more complete description of the 2016 Bonds and the security therefore set forth in the Preliminary Official Statement dated June 6, 2016 (the "Preliminary Official Statement").

#### BOND DETAILS

The 2016 Bonds will be issued in the aggregate principal amount of \$27,785,000. The 2016 Bonds and the interest thereon are general obligations of the County. The County has prepared the Preliminary Official Statement relating to the 2016 Bonds, which is deemed by the County to be final as of its date for purposes of allowing bidders to comply with Rule 15c2-12 of the Securities Exchange Commission ("the Rule"), except for the omission of certain information as permitted by the Rule. Details of the 2016 Bonds, including maturities, redemption provisions, payment dates and security for payment are contained in the Preliminary Official Statement. The Preliminary Official Statement is subject to revision, amendment and completion in a Final Official Statement.

**Official Statement.** The Preliminary Official Statement may be viewed and downloaded from [www.grantstreet.com](http://www.grantstreet.com) or a physical copy may be obtained by contacting the County or the Financial Advisor, see "Information" below.

The County will make available to the winning bidder, within seven business days after the award of the sale of the 2016 Bonds, the Final Official Statement which is to be downloaded from [www.grantstreet.com](http://www.grantstreet.com). One physical copy of the Final Official Statement also will be provided to the winning bidder at that time; provided, however, the winning bidder must cooperate in providing the information required to complete the

Final Official Statement. Additional copies of the Final Official Statement may be provided at the expense of the winning bidder.

The winning bidder shall comply with the requirements of Rule 15c2-12 and the rules of the Municipal Securities Rulemaking Board.

#### TERMS OF SALE

**Submission of Bids.** All bids must be submitted only by electronic bidding on Grant Street Group at [www.grantstreet.com](http://www.grantstreet.com). No other provider of bidding services and no other means of delivery (i.e. telephone, telefax or physical delivery) will be accepted. Bidding for the 2016 Bonds will begin at 11:30 a.m., Eastern Time (9:30 a.m. Mountain Time), as indicated above. The receipt of bids will end promptly at 12:00 p.m., Eastern Time (10:00 a.m. Mountain Time), unless extended in accordance with the two-minute rule described herein. If any bid becomes a leading bid two (2) minutes prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such new leading bid was received by Grant Street Group. The auction end time will continue to be extended, indefinitely, until a single leading bid remains the leading bid for at least two (2) minutes.

To bid, bidders must first visit the Grant Street Group website where, if they have not previously registered with Grant Street Group, they can register and then request admission to bid on the 2016 Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers and dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with Grant Street Group may call (412) 391-5555, x 370, attention John Carver, for their ID Number or password.

**Rules of Grant Street Group.** Bidders must comply with, and all bids must be made in accordance with, the Rules of Grant Street Group in addition to the requirements of this Official Notice of Bond Sale. The Rules of Grant Street Group can be viewed on the Grant Street Group website and are incorporated herein by reference. In the event the Rules of Grant Street Group conflict with this Official Notice of Bond Sale, this Official Notice of Bond Sale shall prevail.

**Bidding Parameters.** Bidders are required to submit unconditional all-or-none bids specifying the rate of interest at which the bidder will purchase all of the 2016 Bonds. Interest shall be bid in multiples of 1/20<sup>th</sup> or 1/8<sup>th</sup> percentum and only one interest rate may be bid for each maturity of the 2016 Bonds. The maximum interest rate may not exceed 5% and the maximum interest rate specified for any maturity of the 2016 Bonds may not exceed the minimum interest rate specified for any maturity of the 2016 Bonds by more than 3 percent (3%). The maximum net effective interest rate of the 2016 Bonds shall not exceed ten percent (10%) per annum.

**Term Bonds.** A bidder may elect to have all or a portion of the 2016 Bonds scheduled to mature in consecutive years issued as one or more term bonds ("Term Bonds") scheduled to mature in the latest of the consecutive years and subject to

mandatory redemption requirements consistent with the schedule of serial maturities set forth in the Preliminary Official Statement, however, not less than all Bonds of the same serial maturity shall be converted to Term Bonds with mandatory redemption requirements.

***Adjustment of principal amounts, modification or clarification prior to examination of bids.*** The County Manager, in consultation with the County's financial and bond advisors, in the County Manager's sole discretion and prior to the examination of bids, may (i) adjust the aggregate principal amount set forth herein or may adjust the principal amount of each series without increasing the aggregate principal amount of Bonds; (ii) adjust individual maturities, and/or (iii) modify or clarify any other term hereof, including the date on which bids for the 2016 Bonds will be received, by issuing a notification of the adjusted series, amounts, modification or clarification via Thomson Municipal News ("TM3") and/or Grant Street Group platform and/or Bloomberg Financial Services no later than 8:00 a.m., Mountain Time, on the Bid Date.

***Adjustments to principal amounts after determination of best bid.*** The aggregate principal amount of the 2016 Bonds is subject to increase or reduction, and each scheduled maturity thereof is subject to increase or reduction, by the County Manager after the determination of the Best Bid (defined below). Such adjustments will be made within no more than two (2) hours after the end of the time of bid examination and will be in the sole discretion of the County. To cooperate with any adjustment in the principal amounts, the Purchaser is required to indicate by e-mail to Carole Jaramillo at [cjaramillo@santafecountynm.gov](mailto:cjaramillo@santafecountynm.gov) or such other address as may be indicated by the County Manager within one-half (1/2) hour after the end of the time of bid examination, the amount of any original issue discount or premium on any maturity of the 2016 Bonds, the initial offering price of each maturity, the cost of bond insurance, if any, and the amount received from the sale of the 2016 Bonds to the public that will be retained by the Purchaser as its compensation.

The County Manager, in consultation with the County's financial and bond advisors, may change the dollar amount bid by the Purchaser if the aggregate principal amount of the 2016 Bonds is adjusted as described below, but the interest rates specified by the Purchaser for all maturities will not change. The County Manager, in consultation with the County's financial and bond advisors, will make every effort to ensure that the percentage net compensation to the Purchaser (i.e., the percentage resulting from dividing (i) the aggregate difference between the offering price of the 2016 Bonds to the public and the price to be paid to the County, less any bond insurance premium to be paid by the bidder, by (ii) the principal amount of the 2016 Bonds) does not increase or decrease from the amount of such compensation if no adjustment was made to principal amounts shown in the maturity schedule. The County will notify the Purchaser of the final principal amounts and the resulting adjusted prices no later than 12:00 p.m. Mountain Time on the day of the sale and award of the 2016 Bonds. **THE PURCHASER MAY NOT WITHDRAW OR MODIFY ITS BID ONCE SUBMITTED TO THE COUNTY FOR ANY REASON, INCLUDING, WITHOUT LIMITATION, AS A RESULT OF ANY INCREASE OR DECREASE IN THE FINAL PRINCIPAL AMOUNTS AND THE AGGREGATE PURCHASE PRICE OF THE 2016 BONDS.**

**Information Regarding Bids.** Bidders may change and submit bids as many times as they wish during the bidding, provided, however, that each bid submitted subsequent to a bidder's initial bid must result in a lower true interest cost ("TIC") with respect to a bid when compared to the immediately preceding bid of such bidder. During the bidding, no bidder will see any other bidder's bid, but each bidder will be able to see its own ranking (i.e., "Leader," "Cover," "3<sup>rd</sup>," etc.).

**Bids Constitute an Irrevocable Offer.** Each bid submitted through Grant Street Group shall be deemed an irrevocable offer to purchase the 2016 Bonds on the terms provided in this Official Notice of Bond Sale and shall be binding upon the bidder.

**Basis of Award.** The 2016 Bonds will be sold to the bidder or bidders offering to purchase the same at the lowest true interest cost. The actuarial yield on the 2016 Bonds using the true interest cost method will be computed at that yield which, if used to compute the present value of all payments of principal and interest on the 2016 Bonds as of July 21, 2016, produces an amount equal to the aggregate bid price. Such calculation will be made based upon a 360-day year and a semiannual interval for compounding.

The winning bid or bids will be indicated on Grant Street Group and the auction results, as posted on such website, will be subject to verification by the County. The County will verify the auction results immediately following the close of the bidding period and notice of confirmation by the County of the winning bidder or bidders will be made by a posting on Grant Street Group stating "Auction Results Verified and Confirmed".

An award may be made by the County to any bidder in a principal amount less than the principal amount of the 2016 Bonds for which the bid is submitted. Further, in the event of an award by the County for a principal amount less than the principal amount the bidder submitted, any premium bid shall be ratably reduced. If two or more bids have the same true interest cost, the first bid submitted, as determined by reference to the time stamp displayed on Grant Street Group, shall be deemed to be the leading bid.

**Sale Reservations.** The County reserves the right (a) to reject any and all bids for any Bonds, (b) to reoffer any Bonds for public sale, and (c) to waive any irregularity or informality in any bid.

**Good Faith Deposit Not Required to Bid.** A good faith deposit will not be required in connection with the submission of any bid for the 2016 Bonds. The winning bidder will be required to submit a Bid Award Deposit (see "Bid Award Deposit" below).

**Bid Award Deposit.** Not later than 12:00 p.m., Mountain Time on June 14, 2016, the winning bidder is required to submit a Bid Award Deposit of \$555,700.00. All Bid Award Deposits must be made in good funds by wire transfer of the required amount to an account specified by the County Manager and provided to the winning bidder after the sale of the 2016 Bonds:

No interest will be paid by the County on the amount of the Bid Award Deposit. The proceeds of the Bid Award Deposit of the winning bidder will be applied to the purchase price of the 2016 Bonds, or in the event of the failure of a winning bidder to take up and pay for the 2016 Bonds in compliance with the terms of the bid, at the option of the County, its Bid Award Deposit may be retained as liquidated damages, as partial payment of actual damages or as security for any other remedy available to the County.

***Manner and Time of Delivery.*** The 2016 Bonds will be delivered to DTC for the account of the winning bidder or bidders at the expense of the County on July 21, 2016, or such later date as the County and the winning bidder may agree. Payment of the purchase price due at delivery must be made in Federal Reserve funds for immediate and unconditional credit to the County.

***Continuing Disclosure Undertaking.*** The County has covenanted to provide, in a timely manner, on the Electronic Municipal Market Access (EMMA) Website maintained by the Municipal Securities Rulemaking Board notice of the occurrence of specified, material events. The County has not failed to comply with any of its previous undertakings under Rule 15c2-12, except as may be disclosed in the Preliminary Official Statement.

***State Securities Laws.*** The County has taken no action to qualify the offer or sale of the 2016 Bonds under the securities laws of any state. Should any such qualification be necessary, the County agrees to cooperate with the winning bidder in such matters, provided that the County reserves the right not to consent to service of process outside its boundaries and expenses related to any such qualification shall be the responsibility of the winning bidder.

***CUSIP Numbers.*** CUSIP numbers will be issued and printed on the 2016 Bonds at the expense of the County. Any error or omission in printing such numbers on the 2016 Bonds will not constitute cause for any winning bidder to refuse delivery of any Bond.

***Legal Opinion, Certificates and Transcript.*** The validity and enforceability of the 2016 Bonds will be approved by the County's Bond Counsel. A copy of the form of the opinion of Bond Counsel is attached as an exhibit to the Preliminary Official Statement.

The purchaser of the 2016 Bonds will receive a certified transcript of legal proceedings which will include, among other items:

- (a) a certificate of the County to the effect that, as of its date, the Preliminary Official Statement was deemed final within the meaning of Rule 15c2-12, except for the omissions permitted under Rule 15c2-12;
- (b) a certificate of the County to the effect that there is no litigation pending or, to its knowledge, threatened affecting the validity of the 2016 Bonds as of the date of their delivery; and

(c) a certificate of the County to the effect that, as of the date of the Official Statement and at all times to and including the date of delivery of the 2016 Bonds, the Official Statement did not contain any untrue statement of a material fact or omit any statement of a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

***Certification of Issue Price.*** Any winning bidder will be required to complete, execute, and deliver to the County (on or before the date of delivery of the 2016 Bonds) a certification as to issue price and certain other matters, substantially in the form to be furnished by Bond Counsel. By submitting its bid, each bidder agrees to complete, execute and deliver such certificate by the date of delivery of the 2016 Bonds if its bid is accepted. It will be the responsibility of the winning bidder to institute such syndicate reporting requirements, to make such investigation, and otherwise to ascertain the facts necessary to enable it to make such certification with reasonable certainty.

***Postponement of Sale.*** The County reserves the right to postpone the date and time established for the receipt of bids. Any such postponement will be announced by posting on Grant Street Group prior to commencement of the bidding. If any date and time fixed for the receipt of bids and the sale of the 2016 Bonds is postponed, an alternative sale date and time will be announced at least one business day prior to such alternative sale date. On any such alternative sale date and time, any bidder may submit bids electronically as described above for the purchase of the 2016 Bonds in conformity in all respects with the provision of this Official Notice of Bond Sale, except for the date and time of sale and except for any changes announced by posting on Grant Street Group at the time the sale date and time are announced, or in accordance with the section of this Official Notice of Bond Sale entitled ***Adjustment of principal amounts, modification or clarification prior to examination of bids.***

***Rating.*** A rating has been applied for to Standard and Poor's Ratings Services.

**Information.** Copies (in reasonable quantities) of this Official Notice of Bond Sale, the Preliminary Official Statement, and other information concerning the County and the 2016 Bonds may be obtained from:

Erik Harrigan, Director  
RBC Capital Markets  
6301 Uptown  
Blvd., Ste. 110  
Albuquerque,  
NM 87110  
Phone: (505) 872-5999  
Fax: (505) 872-5979

The date of this Official Notice of Bond Sale is April 26, 2016.

**SANTA FE COUNTY, NEW MEXICO**

(End of Form of Official Notice of Public Meeting and Bond Sale)

Section 4. The Chair and officers of the Board, the County's Financial Advisor, and the County's Bond Counsel are authorized to prepare, post, and to distribute the Official Notice of Bond Sale, Official Bid Form, and Preliminary Official Statement, to such potential bidders on the Series 2016 Bonds as they may determine in substantially the forms set forth above and as attached hereto and to take all action necessary or appropriate to give effect to the provisions of this Resolution.

Section 5. All prior resolutions and enactments inconsistent with the provisions of this Resolution are hereby repealed, but only as to such inconsistency.

Section 6. This Resolution shall take immediate effect.

PASSED, APPROVED AND ADOPTED this 26<sup>th</sup> day of April, 2016.

BOARD OF COUNTY COMMISSIONERS  
SANTA FE COUNTY, NEW MEXICO

By: Miguel M. Chavez  
Miguel M. Chavez, Chairperson

ATTEST:

By: Geraldine Salazar  
Geraldine Salazar, County Clerk



Approved as to Form:

By: Gregory Shaffer  
Gregory Shaffer, County Attorney

APPROVED AS TO LEGAL FORM AND SUFFICIENCY:

MODRALL, SPERLING, ROEHL, HARRIS & SISK, P.A.,  
as Bond Counsel to Santa Fe County

By: Peter Franklin  
Peter Franklin, Shareholder

COUNTY OF SANTA FE )  
STATE OF NEW MEXICO ) ss

BCC RESOLUTIONS  
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I Hereby Certify That This Instrument Was Filed for  
Record On The 29TH Day Of April, 2016 at 01:15:06 PM  
and Was Duly Recorded as Instrument # 1792360  
of The Records Of Santa Fe County

Witness My Hand And Seal Of Office  
Geraldine Salazar

Deputy Laura Hernandez County Clerk, Santa Fe, NM

