City of Las Cruces®

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Council Action and Executive Summary

Item # 10 **Ordinance/Resolution#** 2766

For Meeting of October 19, 2015 (Ordinance First Reading Date)

For Meeting of November 2, 2015 (Adoption Date)

Please check box that applies to this item:

☐ QUASI JUDICIAL ☐ LEGISLATIVE ☒ ADMINISTRATIVE

TITLE: AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF UP TO $20,000,000 CITY OF LAS CRUCES, NEW MEXICO JOINT UTILITY IMPROVEMENT REVENUE BONDS TO IMPROVE THE CITY'S JOINT UTILITY SYSTEM.

PURPOSE(S) OF ACTION:

To approve the award of the Joint Utility Revenue Bonds Series 2015B.

COUNCIL DISTRICT: N/A		
Drafter/Staff Contact: Mark Krawczyk	**Department/Section:** Finance/Treasury	**Phone:** 541-2035
City Manager Signature:		

BACKGROUND / KEY ISSUES / CONTRIBUTING FACTORS:

As of September 28, 2015, it has been determined that there exists a need for funding of Joint Utility rehabilitation and installation projects and related roadway projects to be funded by the Hold Harmless Gross Receipts Taxes ("HHGRT") bonds to be issued in FY2016. Funding is also needed for rehabilitation work associated with New Mexico Department of Transportation ("NMDOT") projects, water service line replacements, gas line extension to Talavera area, improvements to former Mesa Development service area customers and supplemental funds for well drilling projects, water supply well building and equipment improvements. Funding need is projected to be $17.4 million, but the Ordinance is drafted for "up to $20 million" to be certain we do not exceed the approved amount for issuance.

SUPPORT INFORMATION:

1. Draft Ordinance.

(Continue on additional sheets as required)

SOURCE OF FUNDING:

Is this action already budgeted?			
	Yes	☐	See fund summary below
	No*	☒	If No, then check one below:
	Budget Adjustment Attached	☐	Expense reallocated from: _____
		☐	Proposed funding is from a new revenue source (i.e. grant; see details below)
		☐	Proposed funding is from fund balance in the _____ Fund.
Does this action create any revenue?			
	Yes*	☒	Funds will be deposited into this fund: _____ in the amount of $ TBD for FY2016.
	No		There is no new revenue generated by this action.

BUDGET NARRATIVE

*A budget adjustment will be prepared after awarding the sale of these bonds and after the sale has closed. The fund associated with these new bonds will be established prior to the end of 2nd Quarter, FY16. The budget adjustment will also establish a debt service fund for the new bonds issued during FY16.

FUND EXPENDITURE SUMMARY:

Fund Name(s)	Account Number(s)	Expenditure Proposed	Available Budgeted Funds in Current FY	Remaining Funds	Purpose for Remaining Funds
N/A	N/A	N/A	N/A	N/A	N/A

OPTIONS / ALTERNATIVES:

1. Vote "Yes"; this will approve the Resolution approving/awarding the sale of the Joint Utility Revenue Bonds Series 2015A.
2. Vote "No"; this will not approve the Resolution approving/awarding the sale of the Joint Utility Revenue Bonds Series 2015A.
3. Vote to "Amend"; this could delay the issuance of the bonds.
4. Vote to "Table"; this could delay the issuance of the bonds with potential adverse effect to the increase the debt service costs over the next 20 years.

(Continue on additional sheets as required)

REFERENCE INFORMATION:

N/A

(Continue on additional sheets as required)

COUNCIL BILL NO. 16-007
ORDINANCE NO. 2766

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF UP TO $20,000,000 CITY OF LAS CRUCES, NEW MEXICO JOINT UTILITY IMPROVEMENT REVENUE BONDS TO IMPROVE THE CITY'S JOINT UTILITY SYSTEM.

WHEREAS, unless otherwise defined in Article I or elsewhere in this supplemental ordinance (the "Ordinance") or unless the context requires otherwise, capitalized terms in the following preambles have the same meanings assigned to such terms in Article I of Ordinance No. 1593, Council Bill 97-035 adopted by the City Council (the "Council") on December 18, 1996, as amended by Ordinance No. 2750, Council Bill No. 15-031 adopted by the Council on April 8, 2015 (collectively the "Master Ordinance"); and

WHEREAS, the Master Ordinance provides for the adoption of subsequent ordinances to authorize the issuance and sale of one or more series of System Bonds as well as the approval of specific terms and documents relating to the issuance and sale of System Bonds; and

WHEREAS, this Ordinance is adopted pursuant to the Master Ordinance in order to authorize the issuance and the sale of the Bonds as Parity Bonds payable from Net Revenues of the System; and

WHEREAS, pursuant to the Master Ordinance and Ordinance No. 2513, passed and adopted by the Council on March 11, 2009 the City issued its City of Las Cruces Joint Utility Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds") in the original aggregate principal amount of $17,575,000 of which $2,740,000 remains outstanding; and

WHEREAS, pursuant to the Master Ordinance and Ordinance No. 2584, passed and adopted by the Council on August 11, 2010, the City issued its City of Las Cruces, New Mexico Joint Utility Refunding Revenue Bonds, Series 2010 (the "Series 2010 Bonds") in the original aggregate principal amount of $24,840,000 of which $23,585,000 remains outstanding; and

WHEREAS, pursuant to the Master Ordinance and Ordinance No. 2721, passed and adopted by the Council on July 23, 2014, the City issued its City of Las Cruces, New Mexico Joint Utility Refunding Revenue Bonds, Series 2014A (the "Series 2014A Bonds") in the original aggregate principal amount of $7,125,000 of which $6,505,000 remains outstanding; and

WHEREAS, pursuant to the Master Ordinance and Ordinance No. 2721, passed and adopted by the Council on July 23, 2014, the City issued its City of Las Cruces, New Mexico Joint Utility Improvement Revenue Bonds, Series 2014B (the "Series 2014B Bonds") in the original aggregate principal amount of $3,425,000 of which $3,325,000 remains outstanding; and

WHEREAS, pursuant to the Master Ordinance and Ordinance No. 2750, passed and adopted by the Council on April 8, 2015, the City issued its City of Las Cruces, New Mexico Joint Utility Refunding and Improvement Revenue Bonds, Series 2015 (the "Series 2015 Bonds") in the original aggregate principal amount of $16,895,000 of which $16,895,000 remains outstanding; and

WHEREAS, other than the Series 2009 Bonds, the Series 2010 Bonds, the Series 2014A Bonds, the Series 2014B Bonds, and the Series 2015 Bonds, the Net

Revenues of the System are not pledged to the payment of any bonds or other obligations which are presently outstanding and unpaid; and

WHEREAS, the Council hereby determines that issuance of the Bonds for the purpose of acquiring, extending, enlarging, bettering, repairing or otherwise improving the System all to the benefit of the City will provide for the public health, peace and safety of the City and its citizens; and

WHEREAS, it is in the best interests of the City to authorize and issue the Bonds with the terms and conditions as set forth in this Ordinance; and

WHEREAS, the Purchaser has agreed, pursuant to its bid for the Bonds submitted at 10:00 a.m. on November __, 2015 to purchase the Bonds at a purchase price of $_____ (being the par amount of the Bonds of $_____, plus a premium of $_____); and

WHEREAS, the Council hereby determines that it is in the best interests of the City that a debt service reserve fund insurance policy be acquired from _____ (the "Reserve Account Insurer") to satisfy the Reserve Requirement; and

WHEREAS, the forms of the Continuing Disclosure Undertaking to be delivered at the time of delivery of the Bonds (the "Continuing Disclosure Undertaking"), Reserve Insurance Commitment, the Debt Service Reserve Agreement, the Preliminary Official Statement and the form of the final Official Statement of the City with respect to the offering and sale of the Bonds have been presented to the Council for approval; and

WHEREAS, all required authorizations, consents and approvals of each governmental body, agency or authority in connection with the authorization, execution and delivery of the Bonds which are to have been obtained prior to the date on which

this Ordinance is adopted or which will be required to be obtained prior to the date of issuance of the Bonds, have or will have been obtained by such dates.

NOW, THEREFORE, be it ordained by the governing body of the City of Las Cruces that:

ARTICLE I

DEFINITIONS

As used in this Ordinance, the following terms have the meanings specified, unless the context clearly requires otherwise. Other capitalized terms used in this Ordinance, which are not defined in this Article or in this Ordinance, have the same meanings assigned to such terms in Article I of the Master Ordinance, unless the context clearly requires otherwise.

"Bond Legislation" means the Master Ordinance and this Ordinance.

"Closing Date" means the date on which the City receives the purchase price for the Bonds from the Purchaser against delivery of the Bonds.

"Continuing Disclosure Undertaking" means the Continuing Disclosure Undertaking with respect to the Bonds to be executed on the day of issuance and delivery of the Bonds to the Purchaser.

"Costs of Issuance" means all costs relating to the issuance of the Bonds, including, without limitation, costs of advertising and publication, costs of preparing the Bonds, legal fees, financial advisor fees, expenses and applicable gross receipts taxes, costs of printing and distributing the Preliminary Official Statement and the Official

Statement, rating fees and other reasonable and necessary fees and costs related to the issuance of the Bonds.

"DTC" means The Depository Trust Company, New York, New York, and its successors and assigns.

"DTC Participants" means brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities and to facilitate the clearance and settlement of securities among DTC Participants.

"Interest Payment Date" means each June 1 and December 1, starting with June 1, 2016.

"Maturity Date" means with respect to any Series 2015A Bond, the date on which the principal amount thereof is due in accordance with its terms.

"Net Effective Interest Rate" means the interest rate based on the actual price paid to the City for the Bonds, calculated to maturity according to standard tables of bond values, as provided by Section 6-14-2(A) NMSA 1978.

"Official Statement" means the final disclosure document relating to the issuance and sale of the Bonds.

"Owners" means the registered owners of the Bonds issued pursuant to the terms of the Bond Legislation.

"Payment Date" means any date, including a date of prior redemption, if applicable, on which the Bonds are due and payable.

"Person" means any natural person, corporation, partnership, joint stock company, joint venture, association, company, trust, bank, trust company, land trust,

business trust or any other organization or entity, whether or not legal entities, and governments and agencies and political subdivisions thereof.

"Preliminary Official Statement" means the initial disclosure document dated November __, 2015, relating to the issuance and sale of the Bonds.

"Purchaser" means_____, the best bidder for the Bonds.

"Reserve Requirement" means the Reserve Requirement (as defined in the Master Ordinance) for the Bonds, to be initially equal to the amount established herein and to be funded in a manner set forth herein.

"Series 2009 Bonds" means the City of Las Cruces, New Mexico Joint Utility Refunding Revenue Bonds, Series 2009 authorized pursuant to City Ordinance No. 2513.

"Series 2010 Bonds" means the City of Las Cruces, New Mexico Joint Utility Refunding Revenue Bonds, Series 2010 authorized pursuant to City Ordinance No. 2584.

"Series 2014 Bonds" means, collectively, the City of Las Cruces, New Mexico Joint Utility Refunding Revenue Bonds, Series 2014A and the City of Las Cruces, New Mexico Joint Utility Improvement Revenue Bonds, Series 2014B authorized pursuant to City Ordinance No. 2721.

"Series 2015 Bonds" means the City of Las Cruces, New Mexico Joint Utility Refunding and Improvement Revenue Bonds, Series 2015 authorized pursuant to City Ordinance No. 2750.

"Series 2015A Acquisition Account" means the Series 2015A Improvement Project acquisition account created and maintained under Section 5.04 herein.

"Series 2015A Bonds" or "Bonds" means the City of Las Cruces, New Mexico Joint Utility Improvement Revenue Bonds, Series 2015A, authorized pursuant to the Bond Legislation.

"Series 2015A Debt Service Account" means the Debt Service Account for the Bonds created and maintained under Section 5.02 herein.

"Series 2015A Improvement Project" means acquiring, extending, enlarging, bettering, repairing or otherwise improving the System.

"Series 2015A Paying Agent" means the City Treasurer, or its successor, as Paying Agent and, as applicable, as "Registrar," with respect to the Series 2015A Bonds.

"Series 2015A Project" means, collectively, (i) the Series 2015A Improvement Project, (ii) purchasing a reserve fund surety bond or otherwise funding the Series 2015A Reserve Account in an amount equal to the Series 2015A Reserve Requirement, and (iii) paying all Costs of Issuance and expenses pertaining to the issuance of the Series 2015A Bonds.

"Series 2015A Reserve Account" means the Reserve Account for the Bonds created and maintained under Section 5.03 herein.

"Series 2015A Reserve Account Insurance Policy" means the debt service reserve fund insurance policy to be acquired from _____to satisfy the Reserve Requirement for the Bonds.

"Series 2015A Reserve Account Insurer" means _____ as issuer of the Series 2015A Reserve Account Insurance Policy for the Bonds.

ARTICLE II

RATIFICATION

All action heretofore taken, not inconsistent with the provisions of this Ordinance, by the Council and the officers of the City directed toward the issuance of the Bonds for the purpose of financing the Series 2015A Improvement Project be, and the same hereby is, ratified, approved and confirmed, including without limiting the generality of the foregoing, the adoption of the Master Ordinance, the distribution of a Preliminary Official Statement, and a final Official Statement, and the sale of the Bonds to the Purchaser.

ARTICLE III

FINDINGS AND DECLARATIONS

The Council declares that it has considered all relevant information and data and makes the following findings and declarations:

A. The issuance of the Bonds under the home rule powers of the City granted by the City Charter, the Bond Legislation and Sections 3-31-1 to 3-31-12 NMSA 1978 is necessary and in the interest of the public health, safety, morals and welfare of the residents of the City.

B. The Bonds may be authorized by an affirmative vote of three-fourths of all the members of the Council.

C. The Bonds are not general obligations of the City, but are special limited obligations payable only from the Net Revenues provided in the Master Ordinance and

this Ordinance, and the Owners may not look to any other municipal fund for payment of the Bonds.

D. The City will finance the costs of the Series 2015A Improvement Project, in whole or in part, with the proceeds of the Bonds.

E. The net effective interest rates on the Bonds are less than the statutory maximum of 12% per annum.

F. The bid of _____received at a public sale of the Bonds held at 9:30 a.m. on November __, 2015 was the best bid for the Bonds, and the bid is hereby accepted by the Council, and the Bonds shall be awarded to the Purchaser.

ARTICLE IV

PARITY BONDS

Section 4.01. Pledge of Net Revenues. In accordance with Article XXII of the Master Ordinance, the City hereby declares that the Bonds shall be Parity Bonds and designates and confirms that the Net Revenues are pledged for the payment of the Bonds and such other obligations of the City as may be expressly provided herein and in the Master Ordinance on a parity with the pledge of Net Revenues for the payment of Parity Bonds and other obligations of the City related to Parity Bonds.

ARTICLE V

DETAILS OF BONDS

Section 5.01.

A. The Bonds shall be designated and known as the "City of Las Cruces, New Mexico Joint Utility Improvement Revenue Bonds, Series 2015A," shall be issued in Authorized Denominations in the aggregate principal amount of

$_____, shall be dated the date of issue, shall be issued as Current Interest Bonds and shall bear interest from their date until maturity at the rates hereinafter designated payable on June 1, 2016 and semiannually thereafter on December 1 and June 1 in each year, and shall mature on June 1 in each of the years hereinafter designated, as follows:

Year Maturing (June 1)	Principal Amounts Maturing	Interest Rate (Per Annum)
2017		
2018		
2019		
2020		
2021		
2022		
2023		
2024		
2025		
2026		
2027		
2028		
2030*		
2031		
2032		
2033		
2034		
2035		
2036		

*Term Bond subject to mandatory sinking fund redemption

provided, however, that the individual Bonds shall bear interest from the most recent interest payment date to which interest has been fully paid or duly provided for in full or, if no interest has been paid, from their date.

Section 5.02. Series 2015A Debt Service Account. The Series 2015A Debt Service Account is established as a separate and distinct account of the City to be maintained and controlled by the City or its designee within the Debt Service Fund for the payment of the Debt Service Requirements on the Bonds.

Section 5.03. Series 2015A Reserve Account. The Series 2015A Reserve Account is established as a separate and distinct account to be maintained and controlled by the City or its designee within the Reserve Fund. The Series 2015A Reserve Account shall secure only the Series 2015A Bonds and shall be available solely for paying debt service on the Series 2015A Bonds.

Section 5.04. Creation of Accounts; Deposits. On the date of delivery of the Series 2015A Bonds, the net proceeds from the sale of the Series 2015A Bonds shall be deposited or used as follows:

A. _____, which amount is hereby established as the Series 2015A Reserve Requirement, shall be satisfied with the deposit of the Reserve Account Insurance Policy purchased with the proceeds of the Bonds or other legally available funds deposited in the Series 2015A Reserve Account.

B. $_____ from the proceeds of the Bonds shall be deposited in the Series 2015A Acquisition Account. Until the completion of the Series 2015A Improvement Project, the money in the Series 2015A Acquisition Fund shall be used and paid out solely for the purpose of the Series 2015A Improvement Project, including the Costs of Issuance to be paid by the City, in compliance with applicable law.

C. As soon as practicable after completion of the Series 2015A Improvement Project, and in any event not more than 60 days after completion of the Series 2015A Improvement Project, any proceeds remaining unspent (other than any amount retained by the City for any Series 2015A Improvement Project costs not then due and payable) shall be transferred and deposited in the Debt Service Fund and used by the City to pay principal and interest on the Series 2015A Bonds as the same become due.

The City Treasurer shall be, and hereby is, authorized to make any necessary adjustments in the amounts to be deposited in the funds and accounts described in this Section on the Closing Date.

Section 5.05. Book Entry.

A. The Bonds shall be initially issued in book-entry form as one separate bond certificate for each Maturity Date, in each instance equal to the aggregate principal amount of the Bonds due on the applicable Maturity Date. On the

Closing Date, each such bond certificate shall be registered in the name of Cede & Co., as nominee of DTC ("Cede").

B. Without limiting the provisions of Paragraph C below, for such time as any Bond is registered in the name of Cede, the City and the Series 2015A Paying Agent shall treat, and be entitled to treat, Cede as the sole and exclusive Owner of the Bonds for all purposes, including without limitation, provision of notices and payment of Bond Obligations.

C. With respect to Bonds in the name of Cede, neither the City nor the Series 2015A Paying Agent shall have any responsibility or obligation to any DTC Participant or any Person on behalf of whom such a DTC Participant holds an interest in the Bonds. In particular and without limitation of the immediately preceding sentence, neither the City nor the Series 2015A Paying Agent shall have any responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any DTC Participant with respect to the ownership of the Bonds; (ii) the delivery to any DTC Participant or any other Person, other than an Owner, of any notice with respect to the Bonds, including without limitation any notice of redemption; or (iii) the payment to any DTC Participant or any other Person, other than any Owner, of any amount with respect to the Bonds.

D. DTC shall be entitled to request the substitution of a different nominee for Cede, and any substitution shall be accomplished by a transfer complying with the provisions of Section 6.04 of the Master Ordinance. In such event, all references herein to Cede shall mean and include such new nominees.

E. In the event that (i) the City determines that DTC is incapable of satisfactorily discharging the responsibilities of a securities depository with respect to the Bonds; (ii) the City otherwise determines that it is in the best interest of the beneficial owners of the Bonds that the Bonds should no longer be maintained under the book entry system of DTC; or (iii) DTC ceases to perform the services of a securities depository with respect to the Bonds, then the City shall either (a) with notice thereof to DTC, appoint a successor securities depository qualified to act as such under Section 17(a) of the Securities and Exchange Act of 1934, as amended, and direct DTC to submit any Bonds registered in the name of Cede to the Series 2015A Paying Agent for

transfer to or at the direction of the successor securities depository, or (b) notify DTC that it will cause definitive bond certificates for the Bonds to be available through DTC, registered in the names and manner as specified by DTC and applicable DTC Participants.

ARTICLE VI
REDEMPTION OF BONDS

A. Optional Redemption. The Bonds maturing on and after June 1, ____ shall be subject to redemption prior to maturity at the City's option in one or more units of principal of $5,000 on and after June 1, ____, in whole or in part at any time, in such order of maturities as the City may determine (and by lot if less than all of the Bonds of any maturity is called, such selection by lot to be made by the Registrar in such manner considered appropriate and fair) for a redemption price equal to the principal amount of each $5,000 unit so redeemed, with accrued interest thereon to the redemption date.

Redemption shall be made upon mailed notice to each registered owner of each bond selected for redemption as shown on the registration books kept by the Registrar in the manner and upon the conditions provided in the Master Ordinance.

B. Mandatory Sinking Fund Redemption. The Bonds maturing on June 1, ____ shall be subject to mandatory sinking fund redemption at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the redemption date on June 1st in the years and principal amounts as follows:

Date	Principal	Rate
June 1, ____	$	%
June 1, ____*		%

*Maturity

As and for a sinking fund for the redemption of the Bonds subject to mandatory sinking fund redemption, on or before June 1st in each of the years and in the principal amounts stated above, the City shall transfer into the Debt Service Account, the

required payments of principal on the Bonds subject to mandatory sinking fund redemption so that there is on deposit on the required redemption date , the amounts sufficient to redeem the Bonds called for redemption (after credit as provided below). Subject to the last paragraph of this subsection B, the Bonds subject to mandatory sinking fund redemption

As provided in Section 6.05 of the Master Ordinance, at its option, to be exercised on or before the 45th day next preceding any mandatory sinking fund redemption date, the City may irrevocably elect to (i) deliver to the Paying Agent for cancellation the Bonds of the same series, interest terms and maturity in any aggregate principal amount or Accreted Value and/or (ii) receive a credit in respect to its sinking fund redemption obligation for any Bonds of the same series, interest terms and maturity which, prior to said date, have been redeemed (otherwise than through the operation of the sinking fund) and cancelled by the Paying Agent as directed by the City at the principal amount or Accreted Value thereof in Authorized Denominations against the amounts required to be paid by the City on the designated mandatory sinking fund redemption date and the principal amount or Accreted Value of System Bonds to be redeemed by operation of such sinking fund on such date shall be reduced by that principal amount.

ARTICLE VII
FORM OF THE BONDS

The Bonds, Registrar's Certificate of Authentication, and the Form of Assignment shall be in substantially the following forms, with such changes therein as are not inconsistent with this Ordinance:

(Form of Series 2015A Bond)

UNITED STATES OF AMERICA
STATE OF NEW MEXICO
COUNTY OF DOÑA ANA

No._____ $_____

CITY OF LAS CRUCES
JOINT UTILITY IMPROVEMENT REVENUE BONDS
SERIES 2015A

INTEREST RATE	MATURITY DATE	SERIES DATE	CUSIP
_____% per annum	June 1, ___	_____, 2015	_____

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____

The City of Las Cruces (herein "City"), in the County of Doña Ana and State of New Mexico, for value received, hereby promises to pay, solely from the special funds provided therefor as hereinafter set forth, to the registered owner named above, or registered assigns, on the Maturity Date specified above, upon the presentation and surrender hereof at the principal office of the City Treasurer, or its successor (herein the "Paying Agent"), the Principal Amount stated above, in lawful money of the United States of America, and to pay to the registered owner hereof as of the Regular Record Date (being the fifteenth day of the calendar month whether or not a business day preceding each regularly scheduled interest payment date as defined in Ordinance No. ____, adopted November ___, 2015, which authorizes this bond, and which, together with Ordinance No. 1593 adopted on December 18, 1996, as amended by Ordinance No. 2750 adopted on April 8, 2015, are referred to herein as the "Bond Ordinance"), by check or draft mailed to such registered owner, on or before each interest payment date as hereinafter provided (or, if such interest payment date is not a business day, on or before the next succeeding business day), at his address as it last appears on the Regular Record Date on the registration books kept for that purpose by the City Treasurer, as registrar (i.e., transfer agent) for the bonds, or its successor (herein the "Registrar") or by such other arrangement as may be agreed to by the Paying Agent and the registered owner hereof, interest on such sum in lawful money of the United States of America from the Series Date specified above or the most recent interest payment date to which interest has been fully paid or duly provided for in full (as more fully provided in the Bond Ordinance) until maturity at the per annum Interest Rate specified above, payable on June 1, 2016 and semiannually thereafter on December 1

and June 1 in each year. Any such interest not so timely paid or duly provided for shall cease to be payable to the registered owner as of the Regular Record Date and shall be payable to the registered owner as of a special record date, as further provided in the Bond Ordinance. If upon presentation and surrender to the Paying Agent at or after maturity, payment of this bond is not made as herein provided, interest hereon shall continue at the rate herein designated until the principal hereof is paid in full. If the Bonds are issued in book-entry only form, an authorized officer of the City and the applicable securities depository ("Depository") may make other arrangements for the payments on the Bonds.

The bonds of the series of which this bond is one maturing on and after June 1, _____ shall be subject to redemption prior to maturity at the City's option in one or more units of principal of $5,000 on and after June 1, _____, in whole or in part at any time, in such order of maturities as the City may determine (and by lot if less than all of the Bonds of any maturity is called, such selection by lot to be made by the Registrar in such manner considered appropriate and fair) for a redemption price equal to the principal amount of each $5,000 unit so redeemed, with accrued interest thereon to the redemption date.

Redemption shall be made upon mailed notice to each registered owner of each bond selected for redemption as shown on the registration books kept by the Registrar in the manner and upon the conditions provided in the Bond Ordinance.

The bonds of the series of which this bond is one are fully registered (i.e., registered as to payment of both principal and interest), and are issuable in the denomination of $5,000 or any denomination which is an integral multiple of $5,000 (provided that no bond may be in a denomination which exceeds the principal coming due on any maturity date and no individual bond will be issued for more than one maturity). Upon surrender of any of such bonds at the Registrar with a written instrument satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney, such bond may, at the option of the registered owner or his duly authorized attorney, be exchanged for an equal aggregate principal amount of such bonds of the same maturity of other authorized denominations, subject to such terms and conditions as set forth in the Bond Ordinance.

This bond is fully transferable by the registered owner hereof in person or by his duly authorized attorney on the registration books kept by the Registrar upon surrender of this bond together with a duly executed written instrument of transfer satisfactory to the Registrar. Upon such transfer a new fully registered bond of authorized denomination or denominations of the same aggregate principal amount and maturity will be issued to the transferee in exchange for this bond, subject to such terms and conditions as set forth in the Bond Ordinance. The City and the Registrar and Paying Agent may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of making payment and for all other purposes.

This bond is one of a series of bonds designated "City of Las Cruces Joint Utility Improvement Revenue Bonds, Series 2015A," of like tenor and date, except as to interest rate, number and maturity, authorized for the purpose of (i) acquiring, extending enlarging, bettering, repairing or otherwise improving the City's joint water, sanitary sewer and natural gas utility system, (ii) purchasing a Reserve Account Insurance Policy or otherwise funding the Series 2015A Reserve Account as provided in the Bond Ordinance, and (iii) paying all costs and expenses pertaining to the foregoing and the issuance of the Bonds, including any amounts which may be required to be deposited into the Rebate Fund, as defined in the Bond Ordinance and to the extent permitted by law. This bond is issued pursuant to and in strict compliance with the Constitution and laws of the State of New Mexico.

This bond does not constitute an indebtedness of the City within the meaning of any constitutional or statutory provision or limitation, shall not be considered or be held to be a general obligation of the City, and is payable and collectible solely out of the Net Revenues of the City's Joint Water, Sanitary Sewer and Natural Gas Utility System pursuant to the pledge made by and as defined in the Bond Ordinance, which revenues are so pledged; and the holder of this bond may not look to any general or other fund for the payment of the principal and interest on this obligation, except the special funds pledged therefor. For a description of the funds, the nature and extent of the security afforded thereby for the payment of the principal of and interest on the bonds, and other details concerning the bonds, reference is made to the Bond Ordinance. The bonds of the series of which this bond is one are equally and ratably secured by a lien on the Net

Revenues of the City's Joint Water, Sanitary Sewer and Natural Gas Utility System; the bonds of the series of which this bond is one constitute an irrevocable and first lien, but not necessarily an exclusive first lien, upon the Net Revenues of the City's Joint Water, Sanitary Sewer and Natural Gas Utility System. Bonds and other obligations, in addition to the series of which this bond is one, may be issued and made payable from the Net Revenues of the City's Joint Water, Sanitary Sewer and Natural Gas Utility System having a lien thereon (i) inferior and junior to the lien or, (ii) subject to designated conditions, having a lien thereon on a parity with the lien of the bonds of the series of which this bond is one, in accordance with the provisions of the Bond Ordinance.

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

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

It is further certified, recited and warranted that all the requirements of law have been fully complied with by the City Council and officers of the City in the issuance of this bond; and that it is issued pursuant to and in strict conformity with the Constitution and laws of the State of New Mexico, and particularly the terms and provisions of Sections 3-31-1 through 3-31-12, NMSA 1978, as amended, and all laws thereunto enabling and supplemental thereto.

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

IN WITNESS WHEREOF, the City of Las Cruces has caused this bond to be signed, subscribed, and executed and attested with the facsimile or manual signatures of its Mayor and its City Clerk, respectively; has caused of its corporate seal or a facsimile to be affixed on this bond, all as of the Series Date.

(Signature)
MAYOR

(CITY SEAL)

Attest: (Signature)
CITY CLERK

(Form of Registrar's Certificate of Authentication)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

This is one of the bonds described in the within-mentioned Bond Ordinance, and this bond has been duly registered on the registration books kept by the undersigned as Registrar for such Bonds.

CITY TREASURER,
CITY OF LAS CRUCES, NEW MEXICO,
as Registrar

By: _____
Authorized officer

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

(Form of Assignment)

ASSIGNMENT

For value received, _____ hereby sells, assigns and transfers unto _____ the within bond and hereby irrevocably constitutes and appoints _____ attorney, to transfer the same on the books of the Registrar, with full power of substitution in the premises.

Signature Guaranteed:

_____

_____

Name and Address of Transferee

_____

_____

Dated:_____

Social Security Number or other Tax Identification Number

(End of Form of Assignment)

(End of Form of Series 2015A Bond)

ARTICLE VIII
PAYING AGENT AND REGISTRAR

The City Treasurer of the City of Las Cruces is appointed as Fiscal Agent for the Bonds in the capacities of Paying Agent and Registrar for the Bonds.

ARTICLE IX
SALE OF THE BONDS

Section 9.01. Purchase Price. The Bonds are hereby sold to the Purchaser at the respective purchase prices set forth in the preambles of this Ordinance.

Section 9.02. Net Effective Interest Rate. The net effective interest rate on the Bonds is less than 12% as required by the Master Ordinance.

ARTICLE X
MASTER ORDINANCE

Section 10.01. Parameters. It is found and determined that the terms established for the Bonds in this Ordinance are within the parameters and guidelines of the Master Ordinance, as supplemented and amended.

Section 10.02. Governing Instruments. The Bonds are governed by the Master Ordinance as supplemented and amended and by this Ordinance which is adopted as an ordinance of the City.

ARTICLE XI
RESERVE ACCOUNT INSURER PROVISIONS

[RESERVED]

ARTICLE XII
SEVERABILITY

Section 12.01. Severability. If any Article, section, paragraph, clause or provision of this Ordinance shall for any reason be held invalid or unenforceable, the invalidity or unenforceability of such Article, section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

Section 12.02. Headings. The headings used in this Ordinance are for convenience only, and shall not be construed as modifying the text.

ARTICLE XIII
ORDINANCE IRREPEALABLE

This Ordinance shall be and remain irrepealable until the principal of, premium, if any, and interest on the Bonds are fully paid and the Bonds are canceled or there has been a defeasance of the Bonds as provided in the Master Ordinance and all of the City's obligations under a Reserve Account Insurance Policy, if any, have been paid and discharged.

ARTICLE XIV
REPEALER CLAUSE

All bylaws, orders, resolutions and ordinances, or parts thereof, inconsistent with the Master Ordinance as supplemented and amended by this Ordinance are repealed to the extent of such inconsistency. This repealer shall not be construed to revive any bylaw, order or resolution, or part thereof, previously repealed.

ARTICLE XV
APPROVAL OF DOCUMENTS AND DELEGATED POWERS

The form, terms and provisions of the Preliminary Official Statement, the Debt Service Reserve Agreement and the Continuing Disclosure Undertaking in the forms presented at this meeting, are in all respects approved, authorized and confirmed. The officers of the City are authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including, without limiting the generality of the foregoing, the execution of documents required for issuance of the Bonds; the printing of the Bonds, if applicable; the preparation, execution and delivery to the Purchaser of the final Official Statement; and the execution of such other certificates and other documents as may be reasonably required by the Purchaser or Bond Counsel including, but not necessarily limited to, the absence and existence of factors affecting the excludability of interest on the Bonds from federal income taxation, as applicable.

ARTICLE XVI
CONTINUING DISCLOSURE OBLIGATION OF CITY

Any Authorized Officer of the City is authorized to sign such documents with respect to the City's continuing disclosure obligations as are necessary or desirable to comply with the Continuing Disclosure Undertaking and requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

ARTICLE XVII
EFFECTIVE DATE AND GENERAL SUMMARY FOR PUBLICATION

Upon due adoption of this Ordinance, it shall be recorded and preserved by the City Clerk, authenticated by the signature of the Mayor and City Clerk, and the seal of the City impressed hereon, and the title and a general summary of the subject matter contained in this Ordinance (set out below) shall be published in a newspaper which maintains an office and is of general circulation in the City. This Ordinance shall be in full force and effect thereafter as provided by law.

Pursuant to Section 3-17-5 NMSA 1978, as amended, the title and a general summary of the subject matter contained in this Ordinance shall be published in substantially the following form:

(Form of Summary of Ordinance for Publication)

City of Las Cruces, New Mexico
Notice of Adoption of Ordinance

Notice is hereby given of the title and of a general summary of the subject matter contained in an Ordinance duly adopted and approved by the Governing Body of the City of Las Cruces, New Mexico on November __, 2015 (the "Ordinance"). Complete copies of the Ordinance are available for public inspection during the normal and regular business hours of the City Clerk, City of Las Cruces, 700 North Main Street, Las Cruces, New Mexico.

The title of the Ordinance is:

A SUPPLEMENTAL ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF $_____ CITY OF LAS CRUCES, NEW MEXICO JOINT UTILITY IMPROVEMENT REVENUE BONDS TO IMPROVE THE CITY'S JOINT UTILITY SYSTEM.

A general summary of the Ordinance is:

The supplemental ordinance authorizes the issuance and sale of $_____City of Las Cruces, New Mexico Joint Utility Improvement Revenue Bonds, Series 2015A to be issued (i) to acquire, extend, enlarge, better, repair or otherwise improve the City's joint utility system, (ii) purchasing a Reserve Account Insurance Policy or otherwise funding the Series 2015A Reserve Account in an amount equal to the Series 2015A Reserve Requirement, and (iii) to pay the costs of issuing the Bonds; establishes the maturity dates, interest rates, redemption provisions and other details of the Bonds; approves the execution of certain documents relating to the Bonds; ratifies certain actions previously taken in connection with the Bonds;; repeals all action inconsistent with the Ordinance.

The notice constitutes compliance with § 6-14-6 NMSA 1978.

(End of Form of Summary of Ordinance for Publication)

THAT City staff is hereby authorized to do all deeds necessary in the accomplishment of the herein above.

DONE AND APPROVED this ___ day of November, 2015.

APPROVED:

(SEAL)

_____
Mayor

ATTEST:

_____
Linda Lewis, Interim City Clerk

Moved by: _____

Seconded by: _____

VOTE:

Mayor :	_____
Councilor:	_____
Councilor :	_____
Councilor Pedroza:	_____
Councilor :	_____
Councilor Sorg:	_____
Councilor Levatino:	_____

APPROVED AS TO FORM:

FOR
William R. Babington, Jr. City Attorney

STATE OF NEW MEXICO)
COUNTY OF DOÑA ANA) ss.
CITY OF LAS CRUCES)

I, Linda Lewis, the duly acting and qualified Interim City Clerk of the City of Las Cruces, New Mexico (the "Governmental Unit"), do hereby certify:

1. The foregoing pages are a true, perfect, and complete copy of the record of the proceedings of the City Council (the "Governing Body"), constituting the governing body of the City had and taken at a duly called special meeting held at the Municipal Offices, 700 North Main Street, Las Cruces, New Mexico, on November __, 2015, at the hour of 1:00 p.m., insofar as the same relate to the execution and delivery of the proposed Ordinance, a copy of which is set forth in the official records of the proceedings of the Governing Body kept in my office. None of the action taken has been rescinded, repealed, or modified.

2. Such proceedings were duly had and taken as therein shown, the meeting therein was duly held, and the persons therein named were present at such meeting, as therein shown.

3. Notice of such meeting was given in compliance with the permitted methods of giving notice of special meetings of the Governing Body as required by the City's open meetings standards presently in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of November, 2015.

CITY OF LAS CRUCES, NEW MEXICO

[SEAL]

_____
Linda Lewis, Interim City Clerk

City of Las Cruces®
PEOPLE HELPING PEOPLE

COUNCIL ACTION AND EXECUTIVE SUMMARY PACKET ROUTING SLIP

For Meeting of October 19, 2015 (Ordinance First Reading Date)

For Meeting of November 2, 2015 (Adoption Date)

TITLE: AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF UP TO $20,000,000 CITY OF LAS CRUCES, NEW MEXICO JOINT UTILITY IMPROVEMENT REVENUE BONDS TO IMPROVE THE CITY'S JOINT UTILITY SYSTEM.

Purchasing Manager's Request to Contract (PMRC) {Required?} Yes ☐ No ☒

DEPARTMENT	SIGNATURE	PHONE NO.	DATE
Drafter/Staff Contact Mark Krawczyk	Mark Krawczyk	X2035	10/7/15
Department Director	Victoria Friedman	x 2080	10/7/15
Assistant City Manager /CAO	[illegible]	X2078	10/13/15
Management & Budget Manager	[illegible]	x 2106	10/13/15
Assistant City Manager/COO	Daniel Avila		10/14/15
Attorney City Attorney	[illegible]	2128	10-15-15
City Clerk - Interim	[illegible]	x2115	10-15-15

Rev. 8/2011