

STATE OF NEW MEXICO §
 §
COUNTIES OF DOÑA ANA §
AND OTERO §
 §
GADSDEN INDEPENDENT §
SCHOOL DISTRICT NO. 16 §

The Board of Education of the Gadsden Independent School District No. 16 ("Board"), Counties of Doña Ana and Otero, State of New Mexico, met in regular session, in full conformity with law and the rules and regulations of the Board at the Board Room of the Gadsden Administrative Complex, 4950 McNutt Road, Sunland Park, New Mexico, on July 27, 2017, at the hour of 5:00 p.m. The duly elected officers and members of the Board were as follows:

| | |
|-----------------|----------------------|
| President: | Jennifer Viramontes |
| Vice President: | Daniel Castillo |
| Secretary: | Daniel Estupiñan |
| Members: | Maria Saenz |
| | Laura Salazar Flores |

Upon roll call, the following members of the Board were found to be present:

The following members of the Board were found to be absent:

The Interim Superintendent of Schools, Susan Yturralde, was also present.

Interim Superintendent Yturralde thereupon introduced and recommended adoption by the Board of a resolution entitled:

RESOLUTION AUTHORIZING SALE OF SCHOOL BONDS: ESTABLISHING PROCEDURES FOR THE SALE AND DELIVERY OF THE BONDS; AUTHORIZING AND APPROVING SUBMISSION OF A COMPLETED APPLICATION FOR FINANCIAL ASSISTANCE AND PROJECT APPROVAL TO THE NEW MEXICO FINANCE AUTHORITY; AND AUTHORIZING OTHER MATTERS RELATED TO THE ISSUANCE OF THE BONDS

Member _____ then moved the adoption of the foregoing entitled resolution. Member _____ seconded such motion. The motion to adopt said resolution was thereupon put to a vote and was passed and adopted on the following recorded vote:

Those Voting Aye:

Those Voting Nay:

Those Abstaining:

After consideration of other business not related hereto, on motion duly made, seconded, and carried, the meeting was adjourned.

Dated at Sunland Park, New Mexico, this 27th day of July 2017.

President, Board of Education
Gadsden Independent School District No. 16

[SEAL]

Attest:

Secretary, Board of Education
Gadsden Independent School District No. 16

RESOLUTION AUTHORIZING SALE OF SCHOOL BONDS: ESTABLISHING PROCEDURES FOR THE SALE AND DELIVERY OF THE BONDS; AUTHORIZING AND APPROVING SUBMISSION OF A COMPLETED APPLICATION FOR FINANCIAL ASSISTANCE AND PROJECT APPROVAL TO THE NEW MEXICO FINANCE AUTHORITY; AND AUTHORIZING OTHER MATTERS RELATED TO THE ISSUANCE OF THE BONDS

WHEREAS, at a special election duly called, held, and conducted in the Gadsden Independent School District No. 16 ("District"), Counties of Doña Ana and Otero, State of New Mexico, on February 4, 2014, the question of issuing the District's general obligation, negotiable, registered bonds in the sum of not to exceed \$38,000,000 for the purpose of erecting, remodeling, making additions to and furnishing school buildings, purchasing or improving school grounds and purchasing computer software and hardware for student use in public schools, providing matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or any combination of these purposes, was approved by the qualified, registered electors of the District; and

WHEREAS, the District is a qualified entity under the New Mexico Finance Authority Act, NMSA 1978, §§ 6-21-1 through 6-21-31 ("Act"), and the Board of Education of the District ("Board") is the governing body of the District and is authorized to borrow funds and/or issue bonds for the financing of public projects for the benefit of the District; and

WHEREAS, the New Mexico Finance Authority ("NMFA") has instituted a program for the financing of projects from the public project revolving fund created under the Act and has developed an application procedure through which the Board may submit an application for financial assistance for public projects from the NMFA with costs of financing and issuance that are generally lower than those associated with a public sale; and

WHEREAS, the Board intends to undertake the erecting, remodeling, making additions to and furnishing school buildings, purchasing or improving school grounds and purchasing computer software and hardware for student use in public schools, and to provide matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or any combination of these purposes ("Project") for the benefit of the District and its citizens; and

WHEREAS, the Board has determined that it is in the best interests of the District and its citizens to submit an application to the NMFA for financing of the Project; and

WHEREAS, the application required by the NMFA has been completed and submitted to the Board, and this resolution approving submission of the completed application ("Application") to the NMFA for its consideration and review is required as part of the Application; and

WHEREAS, the Board hereby finds and determines that it is in the best interests of the District to issue the bonds hereinafter authorized ("Bonds"), for the purposes stated, and to delegate to the Pricing Officer (hereinafter defined and designated) the authority to act on behalf of the Board in selling and delivering the Bonds and setting the dates, price, interest rates, interest payment periods and other procedures relating thereto, as hereinafter specified, with such information and terms to be included in a pricing certificate ("Pricing Certificate") to be executed by the Pricing Officer, all in accordance with the provisions of NMSA 1978, § 6-14 -__ ; and

WHEREAS, the Board has determined, and does hereby determine, that the Bonds shall be issued pursuant to this Resolution in an aggregate principal amount not to exceed \$9,500,000 and to provide for the levy of taxes for the payment of the principal of and interest thereon; and

WHEREAS, no action or suit has been commenced by any person or corporation in the District Court for Doña Ana and Otero Counties, New Mexico, or at all, contesting the validity of any of the proceedings heretofore taken by the Board and the officers of the District relating to the Bonds; and

WHEREAS, the Board shall annually establish adequate budgetary provisions to promptly pay as it becomes due, all principal of and interest on the Bonds herein authorized as the same become due, all in compliance with law.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE GADSDEN INDEPENDENT SCHOOL DISTRICT NO. 16, IN THE COUNTIES OF DOÑA ANA AND OTERO AND THE STATE OF NEW MEXICO:

Section 1. Findings and Ratification of Prior Action.

(a) The declarations and findings declared, made, and found in the preamble to this Resolution are hereby adopted, restated, and made a part of the operative provisions hereof.

(b) All action heretofore taken by the Board, directed toward the issuance of the Gadsden Independent School District No. 16 General Obligation School Bonds, Series 2017, in the aggregate principal amount not to exceed \$9,500,000 for the purpose of erecting, remodeling, making additions to and furnishing school buildings, purchasing or improving school grounds and purchasing computer software and hardware for student use in public schools, providing matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or any combination of these purposes, shall be, and the same hereby is, ratified, approved, and confirmed.

Section 2. Authorization; Terms of the Bonds.

(a) As authorized by NMSA 1978, § 6-14-__, as amended, the Superintendent of the District or in the event that she is unavailable at the time the Bonds are offered in the market, the Associate Superintendent for Finance of the

District (collectively, "Pricing Officer") is hereby authorized to act on behalf of the District in selling and delivering the Bonds and carrying out the other procedures specified in this Resolution, including determining the date of the Bonds, the price at which the Bonds will be sold, the years in which the Bonds will mature, the principal amount to mature in each of such years, the rate of interest to be borne by each such maturity, the interest payment and record dates, the price and terms upon and at which the Bonds shall be subject to redemption prior to maturity at the option of the District, as well as any mandatory sinking fund redemption provisions, and all other matters relating to the issuance, sale, and delivery of the Bonds, including without limitation procuring municipal bond insurance (if it is determined that such insurance would be financially desirable and advantageous), approving modifications to this Resolution and executing such instruments, documents and agreements as may be necessary with respect thereto, and all other matters relating to the issuance, sale, and delivery of the Bonds, all of which shall be specified in the Pricing Certificate, provided that:

(i) the aggregate original principal amount of the Bonds shall not exceed \$9,500,000, provided that the aggregate principal amount of the Bonds sold and delivered and any net premium received by the District from the sale of the Bonds shall not exceed the allocation to (i) the projects for which the Bonds were issued allocated to voted authorization of the February 4, 2014 election, (ii) the costs of issuance of the Bonds and (iii) the remaining balance shall be deposited into the Interest and Sinking Fund (defined herein) for the Bonds;

(ii) the final maturity of the Bonds shall not exceed August 1, 2028;

(iii) the maximum interest rate on any maturity of the Bonds shall not exceed 5.00% per annum;

(iv) the true interest cost of the Bonds shall not exceed 5.00%;

(v) the price to be paid for the Bonds shall not be less than 100% of the aggregate original principal amount thereof, plus accrued interest thereon from its date to its delivery, if any; and

(vi) the delegation made hereby shall expire if not exercised by the Pricing Officer after November 15, 2017.

The Bonds shall initially be registered in the name of the initial purchaser thereof, the NMFA, as set forth in the Pricing Certificate.

(b) The Bonds should be sold by a negotiated sale or placement to the NMFA. The Pricing Officer, acting for and on behalf of the District, is authorized to enter into and carry out a bond purchase contract or other agreement for the Bonds to be sold by negotiated sale or placement, with the NMFA at such price, with and subject to such terms as determined by the Pricing Officer pursuant to this Section 2.

(c) Interest shall accrue and be paid on each Bond until its maturity from the later of delivery or the most recent interest payment date to which interest has been paid or provided for, at the rate or rates per annum hereinafter set forth. Such interest shall be payable on such dates as provided in the Pricing Certificate until maturity or prior redemption, and shall be computed on the basis of a 360-day year of twelve 30-day months.

(d) The principal of each Bond shall be payable upon maturity of such Bond and upon presentation and surrender thereof at the principal office of the Paying Agent/Registrar as hereinafter defined in Section 7, herein, and interest on each Bond shall be payable by check or draft mailed to the registered owner thereof, at the address shown on the registration books of the District ("Register") kept by the Paying Agent/Registrar, or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and the person to whom interest is to be paid; provided, however, that such person shall bear all risk and expense of such other customary banking arrangements. For the purpose of payment of interest on a Bond, the registered owner shall be the person in whose name the Bond is registered at the close of business on the appropriate record date set forth in the Pricing Certificate ("Record Date"). In the event of nonpayment of interest on a scheduled payment date and for a period of thirty (30) days thereafter, a special record date and a special payment date for such interest payment will be established by the Paying Agent/Registrar ("Special Record Date" and "Special Payment Date," respectively), if and when funds for the payment of such interest have been received from the District. Notice of the Special Record Date and the Special Payment Date, which shall be fifteen (15) days after the Special Record Date, shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each owner appearing on the Register at the close of business on the last business day next preceding the date of mailing of such notice. Both principal and interest shall be payable in lawful money of the United States of America.

(e) If upon presentation at maturity payment of any Bond is not made, interest thereon shall continue at the rate borne by said Bond until the principal thereof is paid in full.

Section 3. Redemption. The Bonds shall be subject to redemption as provided in the Pricing Certificate.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such redemption required by this Resolution have been met and moneys sufficient to pay the principal of and interest on the Bonds to be redeemed shall have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice shall state that said redemption may, at the option of the District, be conditional upon the satisfaction of such prerequisites and receipt of such moneys by the Paying Agent/Registrar on or prior to the date fixed for such redemption, or upon any prerequisite set forth in such notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption and sufficient moneys are

not received, such notice shall be of no force and effect, the District shall not redeem such Bonds and the Paying Agent/Registrar shall give notice, in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

Section 4. Defeasance of Bonds.

(a) Any Bond and the interest thereon shall be deemed to be paid, retired, and no longer outstanding ("Defeased Bond") within the meaning of this Resolution, except to the extent provided in subsection (d) of this Section 4, when payment of the principal of such Bond, plus interest thereon to the due date (whether such due date be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption), or (ii) shall have been provided for, on or before such due date, by irrevocably depositing with or making available to the Paying Agent/Registrar for such payment (1) lawful money of the United States of America sufficient to make such payment, or (2) Government Obligations that mature as to the principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to provide for such payment, and when proper arrangements have been made by the District with the Paying Agent/Registrar for the payment of its services, until all Defeased Bonds shall have become due and payable. At such time as a Bond shall be deemed to be a Defeased Bond, as described herein above, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of the ad valorem taxes herein levied and pledged as provided in this Resolution, and such principal and interest shall be payable solely from such money or Government Obligations.

(b) Any moneys so deposited with the Paying Agent/Registrar may at the written direction of the District also be invested in Government Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from such Government Obligations received by the Paying Agent/Registrar, which is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be turned over to the District or deposited as directed in writing by the District.

(c) The term "Government Obligations" as used in this Section, shall mean direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, which may be United States Treasury obligations, such as its State and Local Government Series, which may be in book-entry form.

(d) Until all Defeased Bonds shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such Defeased Bonds the same as if they had not been defeased, and the District shall make proper arrangements to provide and pay for such services as required by this Resolution.

Section 5. Execution and Registration of the Bonds.

(a) Each Bond shall be signed with the manual or engraved, imprinted, stamped, or otherwise reproduced facsimile of the signature of the President of the Board and shall be signed and attested by the manual or engraved, imprinted, stamped, or otherwise reproduced facsimile signature of the Secretary of the Board under the manual impression or facsimile of the seal of the District, which facsimile seal shall be printed, engraved, stamped, or otherwise placed thereon. The Bonds bearing the manual or facsimile signatures of the officers in office at the time of the signing thereof shall be the valid and binding obligations of the District; notwithstanding that before the delivery thereof and payment therefor, any or all of the persons whose manual or facsimile signatures appear thereon shall have ceased to fill their respective offices. The President or the Secretary of the Board, at the time of the execution of the Bonds and by execution of a signature certificate, may adopt, as and for his or her own manual or facsimile signature, the facsimile signature of his or her respective predecessor in office, in the event that such facsimile signature appears upon any of the Bonds. The President and Secretary of the Board shall each forthwith file his or her manual signature, certified by him or her, 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.

(b) No Bond shall be entitled to any right or benefit under this Resolution, or be valid or obligatory for any purpose, unless there appears on such Bond a certificate of registration substantially in the form provided herein, executed by the Paying Agent/Registrar by manual signature, and such certificate, upon any Bond shall be conclusive evidence, and the only evidence, that such Bond has been registered and delivered.

Section 6. Form of Bonds. The form of the Bonds and the registration certificate and assignment certificate to be placed on the Bonds shall be substantially as follows, with blanks and all other provisions set forth in, or consistent with, the Pricing Certificate:

(Form of Bond)

UNITED STATES OF AMERICA
STATE OF NEW MEXICO – COUNTIES OF DOÑA ANA AND OTERO

NO. R-_____ \$ _____

GADSDEN INDEPENDENT SCHOOL DISTRICT NO. 16
GENERAL OBLIGATION SCHOOL BOND
SERIES 2017

Interest Rate: Dated Date: Maturity Date:
_____ %

THE BOARD OF EDUCATION of the Gadsden Independent School District No. 16 ("Board"), on the faith, credit and behalf of the Gadsden Independent School District No. 16 ("District"), Counties of Doña Ana and Otero, State of New Mexico, hereby acknowledges the District is indebted and promises to pay to _____, or the registered assigns thereof, on the Maturity Date specified above, the principal sum of

_____ DOLLARS

in lawful money of the United States of America, and to pay interest thereon from the later of _____, or the most recent interest payment date to which interest has been paid or duly provided for, to be payable on _____, 201__, and semi-annually thereafter on _____ and _____ in each year while this Bond is outstanding, at the per annum rate as shown above, such interest to be computed on the basis of a 360-day year of twelve 30-day months.

THE PRINCIPAL of this Bond shall be payable to the registered owner hereof, upon presentation and surrender of this Bond at the principal office of the Paying Agent/Registrar executing the registration certificate appearing hereon. Interest payable on any interest payment date will be paid to the person in whose name this Bond is registered at the close of business on the _____ day of the month next preceding the interest payment date ("Record Date"). All such payments may be made by the Paying Agent/Registrar by check or draft dated as of the interest payment date and mailed to the registered owner at the address as it appears on the registration books of the District ("Register") kept by the Paying Agent/Registrar, or by such other customary banking arrangements acceptable to the Paying Agent/Registrar and the person to whom interest is to be paid; provided, however, that such person shall bear all risk and expense of such other customary banking arrangements. If upon presentation at 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.

FOR THE PURPOSE of the payment of interest on this Bond, the registered owner shall be the person in whose name this Bond is registered at the close of business on the Record Date. In the event of a nonpayment of interest on a scheduled payment date and for a period of thirty (30) days thereafter, a new record date for such interest payment ("Special Record Date") and a special payment date ("Special Payment Date"), which shall be fifteen (15) days after the Special Record Date, will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the District, and notice of such dates shall be sent at least five (5) business days prior to the Special Record Date.

THIS BOND is dated _____, and is issued by the District, upon its behalf and upon the credit thereof, for the purpose of erecting, remodeling, making additions to and furnishing school buildings, purchasing or improving school grounds and purchasing computer software and hardware for student use in public schools, providing matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or any combination of these purposes, under the authority of and in full

conformity with the Constitution and laws of the State of New Mexico and pursuant to a resolution ("Resolution") of the Board duly adopted and made a law of the District prior to the issuance of this Bond.

[Redemption provisions and redemption notice provisions shall be set forth in the Pricing Certificate.]

THIS BOND OR ANY PORTION OR PORTIONS HEREOF IN ANY INTEGRAL MULTIPLE OF \$5,000 may be assigned and shall be transferred only in the Registration Books of the District kept by the Paying Agent/Registrar acting in the capacity of registrar for the Bonds, upon the terms and conditions set forth in the Resolution. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond, or any portion or portions hereof, in any integral multiple of \$5,000, to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond shall be executed by the registered owner or its duly authorized attorney or representative, to evidence the assignment hereof. A new Bond or Bonds payable to such assignee or assignees, which then will be the new registered owner or owners of such new Bond or Bonds, or to the previous registered owner in the case of the assignment and transfer of only a portion of this Bond, may be delivered by the Paying Agent/Registrar in conversion of and exchange for this Bond, all in the form and manner as provided in the next paragraph hereof for the conversion and exchange of other Bonds. The District shall pay the Paying Agent/Registrar's standard or customary fees and charges for making such transfer, but the one requesting such transfer shall pay any taxes or other governmental charges required to be paid with respect thereto. The Paying Agent/Registrar shall not be required to make transfers of registration of this Bond or any portion hereof [(i)] during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date[, or (ii) with respect to any Bond or any portion thereof called for redemption prior to maturity, within forty-five (45) days prior to its redemption date]. [modified as required by the Pricing Certificate]

ALL BONDS OF THIS SERIES are issuable solely as fully registered bonds, without interest coupons, in the denomination of any integral multiple of \$5,000. As provided in the Resolution, this Bond, or any unredeemed portion hereof, may, at the request of the registered owner or the assignee or assignees hereof, be converted into and exchanged for a like aggregate principal amount of fully registered bonds, without interest coupons, payable to the appropriate registered owner, assignee, or assignees, as the case may be, having the same maturity date and bearing interest at the same rate, in any denomination or denominations in any integral multiple of \$5,000 as requested in writing by the appropriate registered owner, assignee, or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar for cancellation, all in accordance with the form and procedures set forth in the Resolution.

Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying/Agent Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond, or any portion or portions hereof, in any integral multiple of \$5,000, to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be transferred and registered. The form of Assignment printed or endorsed on this Bond shall be executed by the registered owner or its duly authorized attorney or representative, to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence such assignment.

THE DISTRICT, the Paying Agent/Registrar, and any agent of either of them may treat the person in whose name this Bond is registered as the owner hereof for the purpose of receiving payment, as herein provided, and for all other purposes, whether or not this Bond be overdue, and neither the District, the Paying Agent/Registrar, nor any such agent shall be affected by notice to the contrary.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the District, resigns, or otherwise ceases to act as such, the District has covenanted in the Resolution that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds.

IT IS HEREBY CERTIFIED, RECITED, AND WARRANTED that the issuance of this Bond has been authorized by the electors of the District qualified to vote on the question at a special election held in the District on February 4, 2014; that all requirements of law have been duly complied with by the proper officers of the District in the issuance of this Bond; that the total indebtedness of the District, 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 interest on, and the principal of, this Bond, when the same become due; and that the written approval of the Attorney General of the State of New Mexico of the series of Bonds, of which this Bond is one, as to form and legality, has been made a part of the transcript of proceedings in connection with the issue of Bonds.

THE FULL FAITH AND CREDIT of the District are hereby irrevocably pledged for the punctual payment of the principal of, and the interest on, this Bond.

BY BECOMING the registered owner of this Bond, the registered owner thereby acknowledges all of the terms and provisions of the Resolution, agrees to be bound by such terms and provisions, acknowledges that the Resolution is duly recorded and available for inspection in the official minutes and records of the governing body of the District, and agrees that the terms and provisions of this Bond and the Resolution constitute a contract between each registered owner hereof and the District.

attorney to transfer the registration of this Bond on the Paying Agent/Registrar's Registration Books with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: This signature must be guaranteed by a member of the New York Stock Exchange or a commercial bank or trust company.

Registered Owner

NOTICE: This signature must correspond with the name of the Registered Owner appearing on the face of this Bond in every particular without alteration or enlargement or any change whatsoever.

Section 7. Paying Agent/Registrar.

(a) The District shall, at all times, maintain a Paying Agent/Registrar for the performance of the duties and functions of Paying Agent/Registrar prescribed in this Resolution. The Business Manager of the District is hereby appointed the initial Paying Agent/Registrar for such purposes. In the event any Paying Agent/Registrar for the Bonds is changed by the District, resigns, or otherwise ceases to act as such, the District covenants that it promptly will appoint a competent and legally qualified substitute therefor, and promptly will cause written notice thereof to be mailed to the registered owners of the Bonds. The District reserves the right to appoint a successor Paying Agent/Registrar by (1) filing with the person then performing such function a certified copy of a resolution giving notice of the termination of the Paying Agent/Registrar relationship and appointing a successor, and (2) causing notice to be given to each registered owner.

(b) Every Paying Agent/Registrar appointed hereunder shall at all times be a national or state banking institution or a corporation organized and doing business under the laws of the United States of America or of any State, authorized under such laws to execute trust powers, and subject to supervision or examination by a Federal or State authority.

(c) An appropriate official of the District is hereby authorized and directed to execute an agreement with the initial Paying Agent/Registrar specifying the duties and responsibilities of the District and the Paying Agent/Registrar. If any conflict exists between the agreement and this Resolution, this Resolution shall govern.

Section 8. Application of Bond Proceeds. When the Bonds have been duly executed, they shall be delivered to the Purchaser, upon receipt of the agreed purchase price, which is set forth in the preamble to this Resolution. The net proceeds realized from the sale of the Bonds shall be applied solely for the purpose of erecting, remodeling, making additions to and furnishing school buildings, purchasing or improving school grounds and purchasing computer software and hardware for student use in public schools, providing matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or any combination of these purposes, in and for the District. The Purchaser of the Bonds, in its capacity as purchaser of the Bonds, shall in no manner be responsible for the application or disposal by the District, or any of its officers, of any of the funds derived from the sale of the Bonds.

Section 9. Levy of Taxes; Payment of Bonds.

(a) The interest first falling due on the Bonds in the current fiscal year of the District may be paid from the general fund or from any funds available for that purpose, and there shall be levied, in addition to all other taxes, direct annual taxes on all taxable property in the District, at the time and in the manner provided by law, sufficient to reimburse such fund or funds, and to pay the principal of, and the interest accruing on, the Bonds, promptly, as the same shall become due.

(b) This Resolution is hereby declared to be the certificate to the respective Board of County Commissioners of the Counties of Doña Ana and Otero, New Mexico, as to the amount of taxes necessary to be levied for the purposes herein stated, and such 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.

(c) Such taxes, when collected, shall be kept by the District in a separate fund or account of the District ("Interest and Sinking Fund") to be used solely for the purpose of paying the principal of, and interest accruing on, the Bonds, as the same respectively mature; provided, however, that nothing herein contained shall be so construed as to prevent the application of any other funds belonging to the District, and available for that purpose, to the payment of the Bonds or the interest thereon, and if the taxes herein provided for shall not be levied or collected in time sufficient to pay the interest on, or principal of, any of the Bonds as the same mature, such interest or principal shall be paid from any funds belonging to the District, which funds shall be reimbursed from the taxes herein provided for, when the same are collected.

Section 10. Ownership. The District, the Paying Agent/Registrar, and any agent of either of them may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of the principal of and interest on such Bond and for all other purposes whatsoever, and to the extent permitted by law, neither the District, the Paying Agent/Registrar, nor any agent of either of them shall be affected by notice to the contrary.

Section 11. Replacement Bonds.

(a) Upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding. The District or the Paying Agent/Registrar may require the Owner of such Bond to pay a sum sufficient to cover any tax or other governmental charge that is authorized to be imposed in connection therewith and any other expenses connected therewith.

(b) In the event that any Bond is lost, apparently destroyed, or wrongfully taken, the Paying Agent/Registrar, pursuant to the applicable laws of the State of New Mexico, and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall authenticate and deliver a replacement Bond of like tenor and principal amount, bearing a number not contemporaneously outstanding, provided that the Owner first complies with the following requirements:

- (i) furnishes to the Paying Agent/Registrar satisfactory evidence of his or her ownership of and the circumstances of the loss, destruction, or theft of such Bond;
- (ii) furnishes such security or indemnity as may be required by the Paying Agent/Registrar to save it and the District harmless;
- (iii) pays all expenses and charges in connection therewith, including, but not limited to, printing costs, legal fees, fees of the Paying Agent/Registrar, and any tax or other governmental charge that is authorized to be imposed; and
- (iv) satisfies any other reasonable requirements imposed by the District and the Paying Agent/Registrar.

(c) After the delivery of such replacement Bond, if a bona fide purchaser of the original Bond in lieu of which such replacement Bond was issued presents for payment such original Bond, the District and the Paying Agent/Registrar shall be entitled to recover such replacement Bond from the person to whom it was delivered, or any person taking therefrom, except a bona fide purchaser, and shall be entitled to recover upon the security or indemnity provided therefor to the extent of any loss, damage, cost, or expense incurred by the District or the Paying Agent/Registrar in connection therewith.

(d) In case any such mutilated, destroyed, lost, or stolen Bond has become or is about to become due and payable, the District may, in its discretion, instead of issuing a new Bond, pay such Bond as it becomes due and payable.

(e) Every new Bond issued pursuant to this section in lieu of any mutilated, destroyed, lost, or stolen Bond shall constitute a replacement of the prior obligation of

the District, whether or not the mutilated, destroyed, lost, or stolen Bond shall be at any time enforceable by anyone, and shall be entitled to all the benefits of this Resolution equally and ratably with all other outstanding Bonds.

(f) The provisions of this section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost, or stolen Bonds.

Section 12. Cancellation. All Bonds surrendered for payment, redemption, transfer, exchange, or replacement, if surrendered to the Paying Agent/Registrar, shall be promptly canceled by it, and if surrendered to the District, shall be delivered to the Paying Agent/Registrar, and, if not already canceled, shall be promptly canceled by the Paying Agent/Registrar. The District may, at any time, deliver to the Paying Agent/Registrar for cancellation any Bonds previously certified or registered and delivered, which the District may have acquired in any manner whatsoever, and all Bonds so delivered shall be promptly canceled by the Paying Agent/Registrar. All canceled Bonds held by the Paying Agent/Registrar shall be disposed of as directed by the District.

Section 13. Registration, Transfer and Exchange of Bonds.

(a) So long as any Bonds remain outstanding, the District shall cause to be kept at the principal office of the Paying Agent/Registrar the Register in which, subject to such reasonable regulations as it may prescribe, registration of the Bonds and of transfers of the Bonds shall be made as provided herein.

(b) Upon surrender for transfer of any Bond at the principal office of the Paying Agent/Registrar, the District shall execute and the Paying Agent/Registrar shall register and deliver, in the name of the designated transferee or transferees, one or more new Bonds of the same stated maturity, of any authorized denominations, and of a like aggregate principal amount.

(c) At the option of the registered owner, Bonds may be exchanged for other Bonds of the same stated maturity, of any authorized denominations, bearing the same rate of interest, and of like aggregate principal amount, upon surrender of the Bonds to be exchanged at the principal office of the Paying Agent/Registrar. Whenever any Bonds are so surrendered for exchange, the District shall execute and the Paying Agent/Registrar shall register and deliver the Bonds, which the Registered Owner of Bonds making the exchange is entitled to receive.

(d) All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the District, evidencing the same debt and entitled to the same benefits, under this Resolution, as the Bonds surrendered upon such transfer or exchange.

(e) Every Bond presented or surrendered for transfer or exchange shall be duly endorsed, or be accompanied by a written instrument of transfer in form

satisfactory to the Paying Agent/Registrar, duly executed by the Registered Owner thereof or his attorney duly authorized in writing.

(f) No service charge shall be made to the registered owner for any registration, transfer, or exchange of Bonds, but the District or the Paying Agent/Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

(g) Neither the District nor the Paying Agent/Registrar shall be required to issue, transfer, or exchange any Bond during a period beginning at the opening of business thirty (30) days before the date of maturity of the Bond and ending at the close of business on the date of maturity of the Bond.

Section 14. Covenants Regarding Tax Exemption of Interest on the Bonds. The District covenants to take any action necessary to assure, or refrain from any action that would adversely affect the treatment of the Bonds as obligations described in Section 103 of the Internal Revenue Code of 1986, as amended ("Code"), the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the District covenants as follows:

(a) to take any action to assure that no more than ten percent (10%) of the proceeds of the Bonds or the projects financed therewith, less amounts deposited into a reserve fund, if any, are used for any "private business use," as defined in Section 141(b)(6) of the Code, or if more than ten percent (10%) of the proceeds or the projects financed therewith are so used, such amounts, whether or not received by the District with respect to such private business use, do not, under the terms of this Resolution or any underlying arrangement, directly or indirectly secure or provide for the payment of more than ten percent (10%) of the debt service on the Bonds, in contravention of Section 141(b)(2) of the Code;

(b) to take any action to assure that in the event that the "private business use" described in subsection (a) hereof exceeds five percent (5%) of the proceeds of the Bonds or the projects financed therewith, less amounts deposited into a reserve fund, if any, then the amount in excess of five percent (5%) is used for a "private business use" which is "related" and not "disproportionate," within the meaning of Section 141(b)(3) of the Code, to the governmental use;

(c) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or five percent (5%) of the proceeds of the Bonds, less amounts deposited into a reserve fund, if any, is, directly or indirectly used to finance loans to persons other than state or local governmental units, in contravention of Section 141(c) of the Code;

(d) to refrain from taking any action that would otherwise result in the Bonds being treated as "private activity bonds" within the meaning of Section 141(b) of the Code;

(e) to refrain from taking any action that would result in the Bonds being "federally guaranteed" within the meaning of Section 149(b) of the Code;

(f) to refrain from using any portion of the proceeds of the Bonds, directly or indirectly, to acquire or to replace funds that were used, directly or indirectly, to acquire investment property, as defined in Section 148(b)(2) of the Code, which produces a materially higher yield over the term of the Bonds, other than investment property acquired with:

- (1) proceeds of the Bonds invested for a reasonable temporary period of three (3) years or less, or, in the case of a refunding bond, for a period of thirty (30) days or less until such proceeds are needed for the purpose for which the Bonds are issued;
- (2) amounts invested in a bona fide debt service fund, within the meaning of Section 1.148-1(b) of the Treasury Regulations; and
- (3) amounts deposited in any reasonably required reserve or replacement fund, to the extent such amounts do not exceed ten percent (10%) of the proceeds of the Bonds;

(g) to otherwise restrict the use of the proceeds of the Bonds or amounts treated as proceeds of the Bonds, as may be necessary, so that the Bonds do not otherwise contravene the requirements of Section 148 of the Code (relating to arbitrage), Section 149(g) of the Code (relating to hedge bonds), and, to the extent applicable, Section 149(d) of the Code (relating to advance refundings); and

(h) to pay to the United States of America, at least once during each five (5) year period beginning on the date of delivery of the Bonds, an amount that is at least equal to ninety percent (90%) of the "Excess Earnings," within the meaning of Section 148(f) of the Code, and to pay to the United States of America, not later than sixty (60) days after the Bonds have been paid in full, one hundred percent (100%) of the amount then required to be paid as a result of Excess Earnings under Section 148(f) of the Code.

In order to facilitate compliance with the above covenant (h), a "Rebate Fund" is hereby established by the District for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other person, including without limitation, the bondholders. The Rebate Fund is established for the additional purpose of compliance with Section 148 of the Code.

The District understands that the term "proceeds" includes "disposition proceeds," as defined in the Treasury Regulations, and, in the case of refunding bonds,

transferred proceeds, if any, and proceeds of the refunded bonds expended prior to the date of issuance of the Bonds. It is the understanding of the District that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated that modify or expand provisions of the Code, as applicable to the Bonds, the District will not be required to comply with any covenant contained herein, to the extent that such modification or expansion, in the opinion of nationally recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code. In the event that regulations or rulings are hereafter promulgated that impose additional requirements that are applicable to the Bonds, the District agrees to comply with the additional requirements, to the extent necessary, in the opinion of nationally recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code. In furtherance of such intention, the District hereby authorizes and directs the Superintendent of the District to execute any documents, certificates, or reports required by the Code, and to make such elections, on behalf of the District, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds. The District covenants to comply with the covenants contained in this section after defeasance of the Bonds.

This Resolution is intended to satisfy the official intent requirements set forth in Section 1.150-2 of the Treasury Regulations relating to the projects identified in Section 1 of this Resolution.

Section 15. Allocation of, and Limitation on, Expenditures for the Project. The District covenants to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in Section 1 of this Resolution ("Project") on its books and records in accordance with the requirements of the Internal Revenue Code. The District recognizes that in order for the proceeds to be considered used for the reimbursement of costs, the proceeds must be allocated to expenditures within 18 months of the later of the date that (1) the expenditure is made, or (2) the Project is completed; but in no event later than three years after the date on which the original expenditure is paid. The foregoing notwithstanding, the District recognizes that in order for proceeds to be expended under the Internal Revenue Code, the sale proceeds or investment earnings must be expended no more than 60 days after the earlier of (1) the fifth anniversary of the delivery of the Bonds, or (2) the date the Bonds are retired. The District agrees to obtain the advice of nationally-recognized bond counsel if such expenditure fails to comply with the foregoing to assure that such expenditure will not adversely affect the tax-exempt status of the Bonds. For purposes hereof, the District shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Section 16. Disposition of Project. The District covenants that the property constituting the Project will not be sold or otherwise disposed in a transaction resulting in the receipt by the District of cash or other compensation, unless any action taken in

connection with such disposition will not adversely affect the tax-exempt status of the Bonds. For purpose of the foregoing, the District may rely on an opinion of nationally-recognized bond counsel that the action taken in connection with such sale or other disposition will not adversely affect the tax-exempt status of the Bonds. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the District shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Section 17. Partial Invalidity. 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 18. Conflicting Acts and Resolutions. All acts and resolutions in conflict with this resolution are hereby rescinded, annulled, and repealed. This repealer shall not be construed to revive any bylaw, order, resolution, or ordinance, or part thereof, heretofore repealed.

Section 19. Application to New Mexico Finance Authority. The Application submitted to the Board is hereby approved and confirmed. The Pricing Officer and the officers and employees of the Board and the District are hereby directed and requested to submit the Application to the NMFA for its review, and are further authorized to take such other action as may be requested by the NMFA in its consideration and review of the Application and to further proceed with arrangements for financing the Project.

Section 20. Further Procedures. The President or Vice President and Secretary of the Board, the Superintendent of Schools, the Pricing Officer and all other officers, employees, and agents of the District, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time, and at any time, to do and perform all such acts and things and to execute, acknowledge, and deliver, in the name and under the corporate seal and on behalf of the District, all other instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution, the Bonds, the Application and the sale of the Bonds. In case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

Section 21. Open Meeting. Notice by the Board of the time, place and purpose of the meeting at which this Resolution was adopted is hereby found to be reasonable notice to the public in accordance with the Open Meetings Act, NMSA 1978, §§ 10-15-1 through 10-15-4, and said notice that has been given is hereby ratified and approved by

the Board as notice given on behalf of the District and such meeting was open to the public and these minutes of the Board are open to the public's investigation.

PASSED AND ADOPTED this 27th day of July 2017.

President, Board of Education
Gadsden Independent School District No. 16

ATTEST:

Secretary, Board of Education
Gadsden Independent School District No. 16

[SEAL]

STATE OF NEW MEXICO
COUNTIES OF DOÑA ANA
AND OTERO
GADSDEN INDEPENDENT
SCHOOL DISTRICT NO. 16

§
§
§
§
§
§
§

SECRETARY'S CERTIFICATE

It is hereby certified that the foregoing pages are a true, perfect, and complete copy of the record of the proceedings of the Board of Education of the Gadsden Independent School District No. 16, constituting the governing body of said District, had and taken at a regular meeting of said Board held at the Board Room of the Gadsden Administrative Complex, 4950 McNutt Road, Sunland Park, New Mexico, on July 27, 2017, convening at the hour of 5:00 p.m., insofar as they concern the adoption of a resolution authorizing the issuance of the Gadsden Independent School District No. 16 General Obligation School Bonds, Series 2017 and certifications related thereto, copies of which being therein set forth, as recorded in the book of official records of the proceedings of said District kept in the office of the Superintendent of Schools, and that said proceedings were duly had and taken as therein shown, and the meeting therein shown was duly held, and the persons therein named were present at said meeting as therein shown.

WITNESS my hand and the seal of said District affixed this 27th day of July 2017.

Secretary, Board of Education
Gadsden Independent School District No. 16

[SEAL]