

GRANT COUNTY, NEW MEXICO
RESOLUTION NO. R-13-47

DECLARING THE INTENT OF THE BOARD OF COUNTY COMMISSIONERS OF GRANT COUNTY, NEW MEXICO, TO CONSIDER FOR ADOPTION AN ORDINANCE AUTHORIZING ISSUANCE AND SALE OF THE \$339,000 GRANT COUNTY, NEW MEXICO UTILITY SYSTEM REVENUE BONDS, SERIES 2013 FOR THE PURPOSE OF (1) ACQUIRING, EXTENDING, ENLARGING, BETTERING, REPAIRING AND OTHERWISE IMPROVING WATER AND/OR WASTEWATER SYSTEM IMPROVEMENTS IN THE NORTH HURLEY AREA OF THE COUNTY, AND (2) PAYING COSTS OF ISSUANCE RELATED TO THE BONDS; AUTHORIZING PLEDGE OF CERTAIN UTILITY SYSTEM REVENUES RELATED TO THE NORTH HURLEY IMPROVEMENTS TOWARD REPAYMENT OF THE SERIES 2013 BONDS; AND DIRECTING THE COUNTY MANAGER AND COUNTY CLERK TO PUBLISH NOTICE OF INTENT TO CONSIDER AN ORDINANCE AUTHORIZING SUCH BONDS IN A NEWSPAPER OF GENERAL CIRCULATION WITHIN THE COUNTY.

WHEREAS, Section 4-62-1(F) NMSA 1978 (herein the "Act"), authorizes New Mexico counties to incur debt for the purpose to acquire, extend, enlarge, better, repair and otherwise improve utility systems; and

WHEREAS, Grant County (herein the "County") desires to consider for adoption an ordinance authorizing issuance of the Grant County, New Mexico Utility System Revenue Bonds, Series 2013 in the amount of \$339,000 (herein, the "Series 2013 Bonds") in accordance with the Act to acquire, extend, enlarge, better, repair and otherwise improve utility systems in the North Hurley area of the County and to pay costs of issuance (herein, the "Project"); and

WHEREAS, Section 4-37-7 NMSA 1978, requires that publication of the title and general summary of this subject matter of any proposed ordinance be made in a newspaper of general circulation within the County at least two weeks prior to the meeting of the Board of County Commissioners at which the ordinance is proposed for final passage.

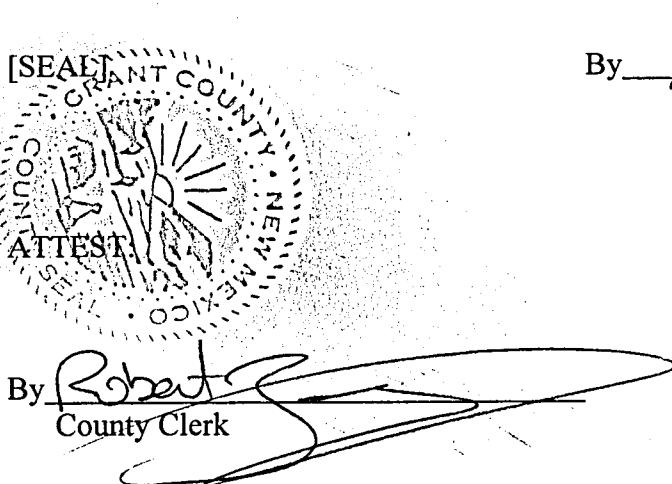
BE IT RESOLVED BY THE COUNTY COMMISSION, THE GOVERNING BODY OF THE COUNTY OF GRANT:

Section 1. That all action (not inconsistent with the provisions hereof) heretofore taken by the County Commission of Grant County and the officers thereof directed toward the Project and the authorization, execution and delivery of the Series 2013 Bonds, be and the same is hereby ratified, approved and confirmed.

Section 2. That the County Manager and County Clerk are hereby directed, in accordance with Section 4-37-7 NMSA 1978, as amended, to publish in the Silver City Daily Press, a newspaper of general circulation within the County, a title and general summary of the ordinance relating to and authorizing execution and delivery of the Series 2013 Bonds at least two weeks prior to the meeting at which the County Commission will consider such ordinance. The County Manager and County Clerk may undertake such publication upon their own initiative and submittal of any necessary documents related to the proposed ordinance.

PASSED AND ADOPTED this 18th day of July, 2013.

GRANT COUNTY, NEW MEXICO



\$1,236,000

SOUTHWEST SOLID WASTE AUTHORITY
SOLID WASTE SYSTEM IMPROVEMENT AND REFUNDING
REVENUE BONDS, SERIES 2013A AND SERIES 2013B

STATE OF NEW MEXICO) GENERAL AND NO LITIGATION
) ss. CERTIFICATE OF GRANT COUNTY
COUNTY OF GRANT)

IT IS HEREBY CERTIFIED by the undersigned, the duly elected and chosen Chairman of the Board of County Commissioners, the County Manager and the Attorney for Grant County (the "County") in the State of New Mexico (the "State") (provided, that the Attorney for the County is certifying only as to Paragraphs 1, 5, 6, 8, 12, 14 and 17 hereof):

Capitalized terms used in this Certificate have the same meaning as defined in County Ordinance No. 13-02, adopted on May 23, 2013 (the "Ordinance") unless otherwise defined in this Certificate or the context requires otherwise.

1. The County is a political subdivision of the State and is duly organized and validly existing under and pursuant to the laws of the State, its full name being "Grant County."

2. The County was established in the year 1867, Section 4-9-1, NMSA 1978, as amended.

3. From at least January 1, 2013 (except as otherwise noted), to and including the date of this Certificate, the following were and now are the duly chosen, qualified and acting officers of the County:

Chairman of the Board of County Commissioners: Commissioners:	Brett Kasten Gabriel Ramos Ron Hall
County Manager:	Jon Saari
County Clerk:	Robert Zamarripa
County Attorney:	Abigail Robinson, Esq.

4. The population of the County is not less than seventy-five percent (75%) English speaking and is less than twenty-five percent (25%) Spanish speaking.

5. The County's Environmental Services Gross Receipts Tax Revenues may lawfully be pledged to secure the payment of amounts due under the Southwest Solid Waste Authority Solid Waste System Improvement and Refunding Revenue Bonds, Series 2013A and Series 2013B (the "Bonds").

6. The Ordinance has been duly signed and adopted in accordance with all applicable laws and has not been repealed, rescinded, revoked, modified, amended or

supplemented in any manner except as set forth in the Ordinance. The Ordinance constitutes valid and sufficient legal authority for the County to pledge its Environmental Services Gross Receipts Tax Revenues toward repayment of the Bonds. No referendum petition has been filed with respect to the Ordinance under the provisions of the laws, bylaws or regulations of the County or the State.

7. No event will result from the execution and delivery of the Bonds that constitutes a default or an event of default under any of the Bonds or the Ordinance, and no event of default and no default under the Ordinance have occurred and are continuing on the date of this Certificate.

8. The County has duly authorized and approved the consummation by it of all transactions and has complied with all requirements and satisfied all conditions, which are required by the Ordinance to have been authorized, approved, performed or consummated by the County at or prior to the date of this Certificate. The County has full legal right, power and authority to carry out and consummate the transactions contemplated by the Ordinance.

9. To the best of the County's knowledge, after due investigation, none of the following does or will conflict with, or constitute a breach by the County of, or default by the County under any law, court decree or order, governmental regulation, rule or order, ordinance, agreement, indenture, mortgage or other instrument to which the County is subject or by which it is bound:

- A. The County's adoption of the Ordinance; or
- B. Any action contemplated by or pursuant to the Ordinance or the Bonds.

10. No material adverse change has occurred, nor has any development occurred involving a prospective material and adverse change in, or affecting the affairs, business, financial condition, results of operations, prospects, properties of the County or the County's Environmental Services Gross Receipts Tax Revenues since the date of the Ordinance.

11. Subsequent to the adoption of the Ordinance, the County has not pledged or otherwise encumbered the County's Environmental Services Gross Receipts Tax Revenues. On the date of this Certificate there are no other outstanding obligations with a lien or encumbrance against the County's Environmental Services Gross Receipts Tax Revenues senior to or on parity with the lien of the Bonds.

12. There is no threatened action, suit, proceeding, inquiry or investigation against the County, at law or in equity, by or before any court, public board or body, nor to the County's knowledge is there any basis therefore, affecting the existence of the County or the titles of its officials to their respective offices, or seeking to prohibit, restrain or enjoin the pledge of revenues or assets of the County pledged or to be pledged to pay the principal, premium, if any, and interest on the Bonds, or in any way materially adversely affecting or questioning: (a) the territorial jurisdiction of the County; (b) the use of the proceeds of the Bonds for the Project; (c)

the validity or enforceability of the Ordinance; (d) the execution and delivery of the Bonds; or (e) the power of the County to carry out the transactions contemplated by the Ordinance.

13. The County has complied with all the covenants and satisfied all the conditions on its part to be performed or satisfied at or prior to the date hereof, and the representations and warranties of the County contained in the Ordinance are true and correct as of the date hereof.

14. The County is not in default, and has not been in default within the ten (10) years immediately preceding the date of this Certificate, in the payment of principal of, premium, if any, or interest on any bonds, notes or other obligations which it has issued, assumed or guaranteed as to payment of principal, premium, if any, or interest except that no representation is made with respect to industrial revenue bonds or conduit bonds payable solely from installment sale or lease payments, loan repayments or other amounts received by the County from private entities.

15. To the best of our knowledge and belief, after due investigation, neither the Chairman of the Board of County Commissioners, the County Manager, the County Clerk or any member of the Governing Body, nor any other officer, employee or other agent of the County is interested (except in the performance of his or her official rights, privileges, powers and duties), directly or indirectly, in the profits of any contract, or job for work, or services to be performed and appertaining to the Project.

16. Regular meetings of the Governing Body have been held at the Grant County Administration Center, 1400 Highway 180 East, Silver City, New Mexico, the principal meeting places of the Governing Body.

17. The Governing Body has no rules of procedure which would invalidate or make ineffective the Ordinance or other action taken by the Governing Body in connection with the Ordinance. The County's Open Meetings Act Resolution, County Resolution No. R 13-01A, as adopted and approved by the Governing Body, establishes notice standards as required by Sections 10-15-1 through 10-15-4, NMSA 1978. The Open Meetings Act Resolution has not been repealed. All action of the Governing Body with respect to the Ordinance was taken at meetings held in compliance with the Open Meetings Act Resolution.

18. The *Silver City Daily Press* is a legal newspaper which is of general circulation in the County.

19. This Certificate is for the benefit of Capital One Public Funding, LLC.

20. This Certificate may be executed in counterparts.

WITNESS our hands and the corporate seal of the County this 9th day of August, 2013.

GRANT COUNTY, NEW MEXICO

By Bret Hart
Chairman, Board of County Commissioners

[SEAL]

By John M. Johnson
County Manager

APPROVED:

Paragraphs 1, 5, 6, 8, 12, 14 and 17 are approved and confirmed.

John M. Johnson
Attorney for Grant County, New Mexico

WITNESS our hands and the corporate seal of the County this 9th day of August, 2013.

GRANT COUNTY, NEW MEXICO

By

Brett Foster
Chairman, Board of County Commissioners

[SEAL]

By

J. W. H.
County Manager

APPROVED:

Paragraphs 1, 5, 6, 8, 12, 14 and 17 are approved and confirmed.

J. W. H.
Attorney for Grant County, New Mexico

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WITNESS our hands and the corporate seal of the County this 9th day of August, 2013.

GRANT COUNTY, NEW MEXICO

By

Brett Post
Chairman, Board of County Commissioners

[SEAL]

By

John
County Manager

APPROVED:

Paragraphs 1, 5, 6, 8, 12, 14 and 17 are approved and confirmed.

S. J. S.
Attorney for Grant County, New Mexico

\$1,236,000
SOUTHWEST SOLID WASTE AUTHORITY
SOLID WASTE SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS,
SERIES 2013A AND SERIES 2013B

STATE OF NEW MEXICO) CERTIFICATE REGARDING THE
) ss. ISSUANCE OF ADDITIONAL BONDS
COUNTY OF GRANT)

Capitalized terms used in this Certificate have the same meaning as defined in Section 1 of Ordinance No. 13-02 adopted on May 23, 2013 (the "County Pledge Ordinance") unless the context requires otherwise.

WHEREAS, the Grant County, New Mexico (the "County") is a legally and regularly created, established, organized and existing political subdivision under the general laws of the State of New Mexico; and

WHEREAS, pursuant to a joint powers agreement dated July 19, 1995, as amended, duly authorized and executed by the City of Bayard, Grant County, the Town of Hurley, the Village of Santa Clara, and the Town of Silver City (collectively, the "Participants") prior to the adoption hereof and designated as the Joint Powers Agreement for the Southwest Solid Waste Disposal Authority (the "Joint Powers Agreement"), all pursuant to Sections 11-1-1 through 11-1-7 NMSA 1978, and as approved by the New Mexico Department of Finance and Administration, the Participants have determined to jointly exercise common powers relating to solid waste disposal and have created the Southwest Solid Waste Authority (the "Authority"); and

WHEREAS, the Authority now owns, operates and maintains a public utility constituting a solid waste disposal system (herein sometimes referred to as the "System" or "Solid Waste System"); and

WHEREAS, the Authority intends to issue its Southwest Solid Waste Authority Improvement and Refunding Revenue Bonds, Series 2013 (the "Bonds") pursuant to the Bond Ordinance; and

WHEREAS, the County Commission lawfully pledged its Environmental Services Gross Receipts Tax Revenues for the payment of the Bonds pursuant to the County Pledge Ordinance; and

WHEREAS, the pledge of the Environmental Services Gross Receipts Tax Revenues under the County Pledge Ordinance shall be a special limited obligation of the County and shall not constitute a general obligation of the County, or a debt or pledge of the faith and credit of the County or the State; and

WHEREAS, the County desires to specify the terms upon which it may issue additional obligations payable from the Environmental Services Gross Receipts Tax Revenues while any of the Bonds are outstanding;

NOW THEREFORE, THE COUNTY HEREBY CERTIFIES AND AGREES FOR THE BENEFIT OF THE HOLDERS OF THE BONDS AS FOLLOWS:

1. The Bonds shall constitute an irrevocable first lien (but not an exclusive first lien) on the Environmental Services Gross Receipts Tax Revenues.
2. So long as any of the Bonds are outstanding, the County may issue additional obligations payable from the Environmental Services Gross Receipts Tax Revenues only upon the following conditions, which shall not be amended, modified or rescinded without the prior written consent of the holder or holders of a majority in principal amount of the Bonds then outstanding:

Additional Bonds Payable from Environmental Services Gross Receipts Tax Revenues.

A. Parity Bonds Test. Neither the Bond Ordinance nor the County Pledge Ordinance shall prevent the issuance by the County of additional Parity Bonds payable from and constituting a lien upon the Environmental Services Gross Receipts Tax Revenues on parity with the lien of the Bonds. Before any additional Parity Bonds are actually issued, it must be determined that:

(1) The Authority is then current in the accumulation of all amounts which are required to have then been accumulated in the Debt Service Fund and Reserve Fund (including an amount furnished by a reserve fund insurance policy, if any) pursuant to Section 18 of the Bond Ordinance; and

(2) The requirements of either of the following subparagraphs (a) or (b) of this Section are met and a certificate or opinion as provided for in paragraph B of this Section has been obtained:

(a) The annual Environmental Services Gross Receipts Tax Revenues for the Fiscal Year immediately preceding the date of the ordinance authorizing the issuance of any Parity Bonds shall have been sufficient to pay an amount representing at least one hundred fifty percent (150%) of the combined maximum annual principal and interest coming due in any subsequent Fiscal Year on the then outstanding Bonds, all other then outstanding Parity Obligations and the Parity Obligations proposed to be issued (excluding any reserves therefor); or

(b) If, during the period beginning on the first day of the completed Fiscal Year immediately preceding the date of the ordinance authorizing the issuance of the Parity Bonds proposed to be issued and ending on the date of such ordinance, a change in the rate of Environmental Services Gross Receipts Tax Revenues has been adopted by law, the estimate of the Environmental Services Gross Receipts Tax Revenues (sometimes herein the "Estimated Revenues"), determined by changing the actual Environmental Services Gross Receipts Tax Revenues for the preceding Fiscal Year by the percentage of rate increase or decrease in the gross receipts tax rate, shall have been sufficient to pay an amount representing at least one hundred fifty percent (150%) of the combined maximum annual principal and interest coming due in any subsequent Fiscal Year on the then outstanding Bonds, all other then outstanding Parity Obligations and the Parity Obligations proposed to be issued (excluding any reserves therefor). The preceding Fiscal Year shall be determined as aforesaid from the date of adoption of the ordinance authorizing the issuance of additional Parity Bonds and shall not be determined from the

date of publication of such ordinance or adoption of any ordinance which amends or supplements such ordinance.

B. Certification or Opinion Regarding Revenues. A written certification or opinion by the County Manager that the annual Environmental Services Gross Receipts Tax Revenues for such preceding Fiscal Year are sufficient to pay the amounts set forth in paragraph A(2) of this Section shall be conclusively presumed to be accurate in determining the right of the County to authorize, issue, sell and deliver the additional Parity Obligations.

C. Subordinate Obligations Permitted. Nothing in the Bond Ordinance or County Pledge Ordinance shall prevent the County from issuing bonds or other obligations payable from the Environmental Services Gross Receipts Tax Revenues and having a lien on the Environmental Services Gross Receipts Tax Revenues subordinate to the lien of the Bonds.

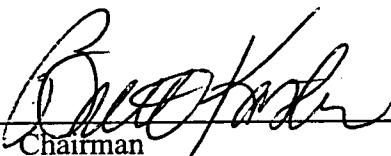
D. Superior Obligations Prohibited. The County shall not issue any obligation having a lien on the Environmental Services Gross Receipts Tax Revenues which is prior and superior to the Bonds.

3. The County shall issue additional obligations payable from its Environmental Services Gross Receipts Tax Revenues only in accordance with the provisions outlined in this Certificate so long as any of the Bonds are outstanding.

WITNESS our hands and the corporate seal of the County as of this 9th day of August, 2013.

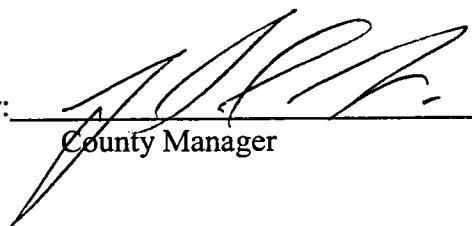
GRANT COUNTY, NEW MEXICO

By:



Chairman

By:



County Manager

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WITNESS our hands and the corporate seal of the County as of this 9th day of August,
2013.

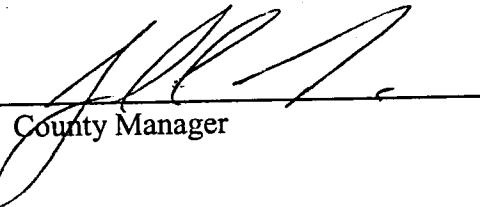
GRANT COUNTY, NEW MEXICO

By:



Brett Foster
Chairman

By:



J.W. J.
County Manager

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