

TOWN OF EDGEWOOD, NEW MEXICO
RESOLUTION NO. 2014-23

RELATING TO THE \$1,637,195 LOAN AGREEMENT DATED NOVEMBER 18, 2011 (THE "LOAN AGREEMENT") BY AND BETWEEN THE TOWN OF EDGEWOOD, NEW MEXICO (THE "GOVERNMENTAL UNIT") AND THE NEW MEXICO FINANCE AUTHORITY (THE "FINANCE AUTHORITY"), ENTERED INTO FOR THE PURPOSE OF FINANCING THE COSTS OF PLANNING, DESIGNING AND CONSTRUCTING A PUBLIC WORKS FACILITY FOR THE GOVERNMENTAL UNIT; AUTHORIZING AN AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; EXTENDING THE TIME TO EXPEND PROCEEDS OF THE LOAN AGREEMENT; RATIFYING ACTIONS HERETOFORE TAKEN; REPEALING ALL ACTION INCONSISTENT WITH THIS RESOLUTION; AND AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE AMENDMENT TO THE LOAN AGREEMENT.

Capitalized terms used in the following recitals have the same meaning as defined in Section 1 of the Loan Agreement unless otherwise defined in the preambles or Section 1 of this Resolution, or unless the context requires a different meaning.

WHEREAS, the Governmental Unit is a legally and regularly created, established, organized and existing municipality under the general laws of the State of New Mexico; and

WHEREAS, the Governmental Unit executed and delivered to the Finance Authority a Loan Agreement dated November 18, 2011, in the aggregate principal amount of \$1,637,195 (the "Loan Agreement") for the purpose of financing the costs of planning, designing and constructing a public works facility for the Governmental Unit (the "Original Project"); and

WHEREAS, the proceeds of the Loan Agreement are in excess of the amount required to construct the Original Project; and

WHEREAS, the Governing body has determined and hereby determines that it is in the best interests of the Governmental Unit and its residents that the Loan Agreement be amended to provide that the proceeds of the Loan Agreement may instead be used to finance the costs of performing site work and acquiring and constructing a facility containing administrative offices, a municipal court, a library, a multi-purpose meeting room and a separate police department for the Governmental Unit (the "New Project"); and

WHEREAS, it is necessary and appropriate to amend the provisions of the Loan Agreement as set forth below to provide that the purpose of the Loan Agreement shall be to provide funding for the New Project; and

WHEREAS, it is necessary and appropriate to request an extension of time from the Finance Authority to expend the unspent proceeds of the Loan Agreement for the New Project; and

WHEREAS, the Governing Body intends that all other provisions of the Loan Agreement remain effective.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE TOWN OF EDGEWOOD, NEW MEXICO:

Section 1. Definitions.

“Loan Agreement Amendment” means the Amendment to the Loan Agreement authorized by this Resolution, which Amendment shall be dated as of December 12, 2014.

“New Project” means the costs of performing site work and acquiring and constructing a facility containing administrative offices, a municipal court, a library, a multi-purpose meeting room and a separate police department for the Governmental Unit, and for any other governmental purpose for which the Pledged Revenues may lawfully be used.

“Resolution” means this Resolution No. 2014-23 adopted by the Governing Body on November 5, 2014 approving the Loan Agreement Amendment.

Section 2. Ratification. All actions heretofore taken (not inconsistent with the provisions of this Resolution) by the Governing Body and officers of the Governmental Unit directed toward the execution and delivery of the Loan Agreement Amendment is hereby ratified, approved and confirmed.

Section 3. Loan Agreement Amendment – Authorization and Detail.

A. Authorization. This Resolution has been adopted by the affirmative vote of at least a majority of all of the members of the Governing Body. For the purpose of protecting the public health, conserving the property, protecting the general welfare and prosperity of the citizens of the Governmental Unit, it is hereby declared necessary that the Governmental Unit, pursuant to the Act, enter into the Loan Agreement Amendment, and the execution and delivery of the Loan Agreement Amendment is hereby authorized.

B. Detail. The Loan Agreement Amendment shall be in the form presented to the Governing Body at the meeting of the Governing Body at which this Resolution was adopted. The Loan Agreement Amendment shall provide in substance that the Loan proceeds shall be used for the New Project instead of the Original Project and all other provisions of the Loan Agreement shall remain effective.

C. Approval of Bond Counsel. The Loan Agreement Amendment, the use of the Loan Agreement proceeds for the New Project and the extension of the three-year time period in which the Governmental Unit was to expend the Proceeds of the Loan Agreement, have been approved by Bond Counsel.

Section 4. Approval of Loan Agreement Amendment. The forms of the Loan Agreement Amendment as presented at the meeting of the Governing Body at which this Resolution was adopted is hereby approved. Authorized Officers are hereby authorized to execute, acknowledge and deliver the Loan Agreement Amendment with such changes, insertions and omissions as may be approved by such Authorized Officers, and the Town Clerk-Treasurer is hereby authorized to affix the seal of the Governmental Unit on the Loan Agreement Amendment and attest the same, and the execution of the Loan Agreement Amendment by Authorized Officers shall be conclusive evidence of such approval. Authorized Officers are further authorized to execute such other documents as may be required by the Finance Authority, including, without limitation, closing certificates.

Section 5. Resolution Irrepealable. After the Loan Agreement Amendment has been executed and delivered, this Resolution shall be and remain irrepealable until the Loan shall be fully paid, canceled and discharged, as provided in the Loan Agreement.

Section 6. Severability Clause. 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 7. Repealer Clause. All bylaws, orders, resolutions, and ordinances, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any bylaw, order, resolution or ordinance, or part thereof, heretofore repealed.

Section 8. Effective Date. Upon due adoption of this Resolution, it shall be authenticated by the signatures of the Mayor and the Town Clerk-Treasurer of the Governmental Unit, and the title and general summary of the subject matter contained in this Resolution (set out in Section 9 below) shall be published in a newspaper which maintains an office and is of general circulation in the Governmental Unit, or posted in accordance with law, and said Resolution shall be in full force and effect thereafter, in accordance with law.

Section 9. General Summary for Publication. Pursuant to the general laws of the State, the title and a general summary of the subject matter contained in this Resolution shall be published in substantially the following form:

(Form of Summary of Resolution for Publication)

Town of Edgewood, New Mexico
Notice of Adoption of Resolution

Notice is hereby given of the title and of a general summary of the subject matter contained in Resolution No. 2014-23, duly adopted and approved by the Governing Body of the Town of Edgewood, New Mexico, on November 5, 2014. A complete copy of the Resolution is available for public inspection during the normal and regular business hours of the Town Clerk-Treasurer, 1911 Highway 333, Edgewood, New Mexico. The title of the Resolution is:

TOWN OF EDGEWOOD, NEW MEXICO
RESOLUTION NO. 2014-23

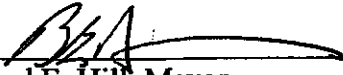
RELATING TO THE \$1,637,195 LOAN AGREEMENT DATED NOVEMBER 18, 2011 (THE "LOAN AGREEMENT") BY AND BETWEEN THE TOWN OF EDGEWOOD, NEW MEXICO (THE "GOVERNMENTAL UNIT") AND THE NEW MEXICO FINANCE AUTHORITY (THE "FINANCE AUTHORITY"), ENTERED INTO FOR THE PURPOSE OF FINANCING THE COSTS OF PLANNING, DESIGNING AND CONSTRUCTING A PUBLIC WORKS FACILITY FOR THE GOVERNMENTAL UNIT; AUTHORIZING AN AMENDMENT TO THE LOAN AGREEMENT TO PROVIDE FUNDING FOR THE PURPOSE OF PERFORMING SITE WORK AND ACQUIRING AND CONSTRUCTING A FACILITY CONTAINING ADMINISTRATIVE OFFICES, A MUNICIPAL COURT, A LIBRARY, A MULTI-PURPOSE MEETING ROOM AND A SEPARATE POLICE DEPARTMENT FOR THE GOVERNMENTAL UNIT; EXTENDING THE TIME TO EXPEND PROCEEDS OF THE LOAN AGREEMENT; RATIFYING ACTIONS HERETOFORE TAKEN; REPEALING ALL ACTION INCONSISTENT WITH THIS RESOLUTION; AND AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE AMENDMENT TO THE LOAN AGREEMENT.

A general summary of the subject matter of the Resolution is contained in its title. This notice constitutes compliance with Section 6-14-6, NMSA 1978.

(End of Form of Summary for Publication)

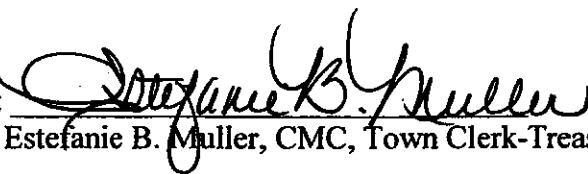
PASSED, APPROVED AND ADOPTED THIS 5TH OF NOVEMBER, 2014.

TOWN OF EDGEWOOD, NEW MEXICO

By: 
Brad E. Hill, Mayor

[SEAL]

ATTEST:

By: 
Estefanie B. Muller, CMC, Town Clerk-Treasurer