

EXCERPT FROM A REGULAR MEETING
OF THE BOARD OF EDUCATION OF THE
FARMINGTON MUNICIPAL SCHOOL DISTRICT NO. 5

The Board of Education, as governing board (the “Board”) of Farmington Municipal School District No. 5, County of San Juan, State of New Mexico (the “District”), met in regular session in full conformity with law and the rules and regulations of the Board at the District Central Office, 3401 E.30th Street, Farmington, New Mexico, being the regular meeting place of the Board, on February 11, 2025, at the hour of 5:15 p.m. Upon roll call, the following members were found to be present:

PRESENT:

President: _____

Vice President: _____

Secretary: _____

Members: _____

ABSENT:

ALSO
PRESENT:

Member _____ thereupon moved the approval of the following Notice of Bond Sale Resolution:

FARMINGTON MUNICIPAL SCHOOL DISTRICT NO. 5
 SAN JUAN COUNTY, NEW MEXICO
 RESOLUTION
 DELEGATION OF AUTHORITY

WHEREAS, the Board of Education, as governing board (the “Board”) of Farmington Municipal School District No. 5, County of San Juan, State of New Mexico (the “District”), has determined, and does hereby determine, that it is necessary and in the best interest of the District to issue its \$2,000,000 General Obligation School Bonds, Series 2025 (the “Series 2025 Bonds”), as provided hereafter; provided, however, that a satisfactory price is obtained.

WHEREAS, at the general obligation bond election held for the District, on the 2nd day of November, 2021, the electors of the District authorized the Board, to contract bonded indebtedness on behalf of the District and upon the credit thereof by issuing Bonds to secure funds for the following purposes, in the following amount:

<u>Purpose:</u>	<u>Amount Authorized at Election</u>	<u>Amount Previously Issued</u>	<u>Amount to be Issued</u>
Erecting, remodeling, making additions to and furnishing school buildings, including teacher housing (2) purchasing or improving school grounds, (3) purchasing computer software and hardware for student use in public schools, (4) providing matching funds for capital outlay projects funded pursuant to the Public School Capital Outlay Act, or (5) any combination of these purposes.	\$8,000,000	\$6,000,000	\$2,000,000

WHEREAS, the Board hereby authorizes the President of the Board and the Superintendent to issue a Notice of Sale of General Obligation Bonds authorized at the November 2, 2021 general election and it is hereby determined that General Obligation School Bonds authorized at the election on November 2, 2021 be issued in accordance with this Notice of Sale and Delegation of Authority; and

WHEREAS, the governing Board of the District has determined, and does hereby determine, that it is necessary and in the best interest of the District to issue this Notice of Sale of its \$2,000,000 General Obligation School Bonds, Series 2025, as provided hereafter;

NOW, THEREFORE, be it resolved by the Board of Education of the Farmington Municipal School District No. 5, Farmington, New Mexico:

Section 1. The Board hereby determines to proceed with the issuance, sale, and delivery of the Series 2025 Bonds. The Superintendent of Schools of the District (the “Superintendent”) is hereby further authorized and directed to have published a notice of sale, in substantially the form set forth below, in the *Tri-City Record*, being a newspaper of general and local circulation in the District, once, at least one week prior to the date of the sale, and to give such other notice as he may determine.

Section 2. The notice of sale of the Series 2025 Bonds shall be published in the following form:

(Form of Notice for Publication for the Series 2025 Bonds)

NOTICE OF BOND SALE AND DELEGATION OF AUTHORITY

FARMINGTON MUNICIPAL SCHOOL DISTRICT NO. 5
 COUNTY OF SAN JUAN, NEW MEXICO
 \$2,000,000
 GENERAL OBLIGATION SCHOOL BONDS,
 SERIES 2025

PUBLIC NOTICE IS HEREBY GIVEN that pursuant to the Notice of Bond Sale and Delegation of Authority Resolution adopted by the Board on February 11, 2025, the Superintendent (“Superintendent”) of Schools of the Farmington Municipal School District No. 5, San Juan County, New Mexico, (the “District”) or the Chief Financial Officer of the District (“CFO”) will on or about February 26, 2025 award the sale for the purchase of the District’s \$2,000,000 General Obligation School Bonds, Series 2025.

The Series 2025 Bonds will be issued as fully registered bonds and will mature as follows:

Years <u>Maturing</u>	Amounts <u>Maturing*</u>
3/19/2025	\$2,000,000
TOTAL	\$2,000,000

*Preliminary and subject to change.

The Bonds constitute a portion of the bonds that were authorized at a general elections held on November 2, 2021, and will constitute general obligation debt of the District, payable from general (ad valorem) taxes that may be levied against all taxable property within the District, without limitation as to rate or amount.

The maximum net effective interest rate permitted on the Bonds is ten percent (10%).

The validity and enforceability of the Bonds will be approved by the New Mexico Attorney General, and by Modrall, Sperling, Roehl, Harris & Sisk, P.A., Attorneys at Law, Albuquerque, New Mexico.

[End of Form of Notice]

Section 3. Sections 6-14-9, and 6-14-10.2 NMSA 1978 as amended in 2020 authorized the Board to delegate to the Superintendent or Chief Financial Officer of the District certain responsibilities relating to sale of public securities like the Series 2025 Bonds. The Superintendent and or the Chief Financial Officer of the District (collectively the “Delegae”) in accordance Sections 6-14-9, and 6-14-10.2 NMSA 1978 as amended in 2020 is hereby authorized to do all things necessary to accomplish the sale of the District’s General Obligation School Bonds (the “Series 2025 Bonds”) in accordance with law.

Section 4. The Delegatee is hereby authorized to determine the date, time and place for sale of the Series 2025 Bonds, including the series, the dated date, the principal amount maturing in each year, maturity and interest payment dates, redemption provisions, and any other terms related to the Series 2025 Bonds. The Delegatee is hereby further authorized to have published a notice of sale of the Series 2025 Bonds and any subsequent sales of authorized bonds, after determination of the details of the authorized bonds, in the *Tri-City Record* or the *Albuquerque Journal*, or another newspaper of general and local circulation in the District, once, at least one week prior to the date of the sale.

Section 5. The Delegatee is hereby authorized to hold a sale of the Series 2025 Bonds in accordance with the Notice of Sale.

Section 6. In accordance with Sections 6-14-9 and 6-14-10.2 NMSA 1978, the following parameters with respect to the Series 2025 Bonds are established:

A. Series 2025 Bonds are to be issued for capital projects as enumerated in Section 22-18-1, NMSA 1978;

B. The maximum par amount of the Series 2025 Bonds shall not exceed \$2,000,000;

C. The maximum term of the Series 2025 Bonds shall not exceed 15 years;

D. The maximum net effective interest rate on the Series 2025 Bonds shall not exceed 10% per annum;

E. The District’s ad valorem property tax is pledged to secure payment of the Series 2025 Bonds;

F. The Series 2025 Bonds shall be sold to the New Mexico State Treasurer in a negotiated sale pursuant to a Bond Purchase Agreement;

G. The Series 2025 Bonds will not be sold for less than par.

H. The maximum amount of underwriting discount shall not exceed 1.0% of the aggregate principal amount of the Series 2025 Bonds which is approximately \$20,000;

I. The form of the bond is attached as Exhibit “A”;

J. The Series 2025 Bonds will be non-callable;

K. There will be a Paying Agent/Registrar for the Series 2025 Bonds. The form of the Paying Agent/ Registrar agreement is attached as Exhibit "B";

L.

M. The Delegatee shall certify in writing prior to delivery of the Series 2025 Bonds that the final terms of the Series 2025 Bonds comply with the parameters and conditions established in this Resolution.

DATED at Farmington, New Mexico this 11th day of February, 2025.

BOARD OF EDUCATION OF THE
FARMINGTON MUNICIPAL SCHOOL
DISTRICT NO. 5

By: _____
President

ATTEST:

Secretary

The motion to approve the Notice of Bond Sale Resolution was moved by Member _____ and seconded by Member _____ and, upon being put to a vote, was approved on the following recorded vote:

Those Voting Aye: _____

Those Voting Nay: _____

Those Absent: _____

_____ () members of the Board having voted in favor of approving the Notice of Bond Sale Resolution, the presiding officer declared the Notice of Bond Sale Resolution approved, whereupon the President and Secretary signed the foregoing Notice of Bond Sale Resolution.

After transaction of other business not related to the bond issue, the Board, upon motion duly made, seconded and carried, adjourned the meeting.

President, Board of Education

ATTEST:

Secretary, Board of Education

STATE OF NEW MEXICO)
) ss.
COUNTY OF SAN JUAN)

I, Andra Stradling, the duly elected Secretary of the Board of Education of Farmington Municipal School District No. 5 (the "District"), do hereby certify:

1. The foregoing pages are a true, correct and complete copy of the record of the proceedings of the Board of Education of Farmington Municipal School District No. 5 (the "Board"), constituting the governing board of the District, had and taken at a duly called regular meeting held in the Farmington Municipal School District No. 5's Central Office, 3401 E. 30th Street, Farmington, New Mexico, on the 11th day of February, 2025, at the hour of 5:15 p.m., insofar as the same relate to the proposed bond issue, a copy of which is set forth in the regular book of official records of the proceedings of the Board of Education kept in my office. None of the action taken has been rescinded, repealed or modified.

2. The proceedings and the meeting were duly held and the persons therein named were present at the meeting, as therein shown.

3. Notice of such meeting was given in compliance with one of the permitted methods of giving notice of meetings of the Board of Education as required by the open meetings standards resolution adopted by the Board and presently in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of February, 2025.

Andra Stradling, Secretary

EXHIBIT 'A'

FORM OF BOND

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF NEW MEXICO
FARMINGTON MUNICIPAL SCHOOL DISTRICT NO. 5
COUNTY OF SAN JUAN, NEW MEXICO
GENERAL OBLIGATION SCHOOL BONDS,
SERIES 2025

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____ DOLLARS

<u>INTEREST RATE</u>	<u>MATURITY</u> <u>DATE</u>	<u>SERIES DATE</u>	<u>CUSIP</u>
____ % per annum	_____	_____, 2025	_____

The Board of Education of the Farmington Municipal School District No. 5, County of San Juan, New Mexico (the "Board"), on the faith, credit and behalf of Farmington Municipal School District No. 5, County of San Juan, New Mexico (the "District"), for value received, hereby promises to pay to the registered owner named above, or registered assigns, the principal amount hereof on the Maturity Date and to pay interest on the principal amount at the Interest Rate on March 19, 2025 (the "Interest Payment Date") from the Series Date to its maturity. The principal of the bonds of the series of which this is one (the "Bonds") and interest due at maturity shall be payable to the registered owner thereof as shown on the registration books kept by BOKF, NA, as "registrar/paying agent" (such entity and any successor thereto, the "Registrar/Paying Agent") for the Bonds, upon maturity and upon presentation and surrender thereof at the principal offices of the Registrar/Paying Agent. If any bond shall not be paid upon such presentation and surrender at or after maturity, it shall continue to draw interest at the rate borne by the bond until the principal thereof is paid in full. Payment of interest on the Bonds (other than at maturity) shall be made by check or draft mailed by the Registrar/Paying Agent (or by such other arrangement as may be mutually agreed to by the Registrar/Paying Agent and such registered owner), on or before each Interest Payment Date (or, if such Interest Payment Date is not a business day, on or before the next succeeding business day), to the registered owner thereof on the Record Date (defined below) at his address as it appears on the registration books kept by the Registrar/Paying Agent. All such payments shall be made in lawful money of the United States of America. The term "Record Date" as used herein with respect to any Interest Payment Date shall mean the fifteenth day of the month immediately preceding the Interest Payment Date. The person in whose name any Bond is registered on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable thereon on such Interest Payment Date notwithstanding any

transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date; but interest on any bond which is not timely paid or duly provided for shall cease to be payable as provided above and shall be payable to the person in whose name such bond is registered at the close of business on a special record date (the "Special Record Date") fixed by the Registrar/Paying Agent for the payment of any such overdue interest. The Special Record Date shall be fixed by the Registrar/Paying Agent whenever moneys become available for payment of overdue interest, and notice of any such Special Record Date shall be given not less than ten days prior thereto, by first-class mail, to the registered owners of the Bonds as of the fifth day preceding the mailing of such notice by the Registrar/Paying Agent, stating the Special Record Date and the date fixed for the payment of overdue interest.

The Bonds are fully registered and are issuable in denominations of \$5,000 and any integral multiple thereof (provided that no individual bond may be issued for more than one maturity).

The series of Bonds of which this bond is one is limited to the total principal amount of \$2,000,000 of like tenor except as to number, denomination, maturity date, and interest rate, issued by Farmington Municipal School District No. 5, County of San Juan, New Mexico, for the purpose erecting, remodeling, making additions to and furnishing school buildings, including teacher housing; purchasing or improving school grounds; 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 Chapter 22, Article 24 NMSA 1978; 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 (particularly Sections 22-18-1 through 22-18-13 NMSA 1978, and Sections 6-15-3 through 6-15-10 NMSA 1978, and acts amendatory and supplemental thereto), and pursuant to a resolution of the Board duly adopted and made a law of the District prior to the issuance of this bond (the "Bond Resolution").

Bonds are not callable prior to the redemption date.

The Registrar/Paying Agent will maintain the books of the District for the registration of ownership of the Bonds. Upon the surrender for transfer of any bond at the principal office of the Registrar/Paying Agent, duly endorsed for transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing, the Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the Bond to be transferred in the name of the transferee or transferees a new bond or bonds in fully registered form of the same aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. Bonds may be exchanged at the principal offices of the Registrar/Paying Agent for an equal aggregate principal amount of bonds of other authorized denominations, and of the same maturity, series and interest rate. The Registrar/Paying Agent shall authenticate and deliver not more than three business days after receipt of the bond to be exchanged a bond or bonds which the registered owner making the exchange is entitled to receive, bearing a number or numbers not contemporaneously outstanding. Exchanges and transfers of bonds as herein provided shall be without charge to the owner or any transferee, but the Registrar/Paying

Agent may require the payment by the owner of any bond requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer.

The person in whose name any bond shall be registered on the registration books kept by the Registrar/Paying Agent, shall be deemed and regarded as the absolute owner thereof for the purpose of making payment thereof and for all other purposes except as may otherwise be provided with respect to payment of interest; and payment of or on account of either principal or interest on any bond shall be made only to or upon the written order of the registered owner thereof or his legal representative, but such registration may be changed upon transfer of such bond in the manner and subject to the conditions and limitations provided herein. All such payments shall be valid and effectual to discharge the liability upon such bond to the extent of the sum or sums so paid.

If any bond shall be lost, stolen, destroyed or mutilated, the Registrar/Paying Agent shall, upon receipt of the mutilated bond and such evidence, information or indemnity relating thereto as it may reasonably require and as may be required by law, authenticate and deliver a replacement bond or bonds of a like aggregate principal amount of authorized denominations, and of the same maturity, interest rate and series, bearing a number or numbers not contemporaneously outstanding. If such lost, stolen, destroyed or mutilated bond shall have matured, the Registrar/Paying Agent may pay such bond in lieu of replacement.

For the punctual payment of the principal of and interest on this bond as aforesaid and for the levy and collection of taxes in accordance with the statutes authorizing the issuance of this bond, the full faith and credit of the District is hereby irrevocably pledged. The Board has, by the Bond Resolution, ordered the creation of an interest and sinking fund for the payment of the Bonds. Such fund is to be held in trust for the benefit of the owner or owners of the Bonds.

It is hereby certified, recited and warranted that all the requirements of law have been complied with by the proper officials 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 issuance of this bond was duly authorized by the legally qualified voters of the District at special elections held on March 28, 2023 and March 22, 2024; that provision has been made for the levy and collection of annual taxes sufficient to pay the principal of and the interest on this bond when the same become due. This bond shall not be valid or obligatory for any purpose until the Registrar/Paying Agent shall have manually signed the certificate of authentication hereon.

The District covenants that it will restrict the use of the proceeds of the Bonds in such manner and to such extent, if any, as may be necessary so that the Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The President, Secretary, Superintendent and any other officer of the District having responsibility for the issuance of the Bonds shall give an appropriate certificate of the District, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the District regarding the amount and use of all

the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Bonds.

IN TESTIMONY WHEREOF, the Board of Education of the Farmington Municipal School District No. 5, County of San Juan, New Mexico, constituting the governing board of the District, has caused the seal of the District to be hereto affixed and this bond to be signed and executed with the manual or facsimile signature of the President of the Board and subscribed and attested with the manual or facsimile signature of the Secretary of the Board, all as of the Series Date.

President, Board of Education
Farmington Municipal School District No. 5

DISTRICT SEAL

ATTEST:

Secretary, Board of Education
Farmington Municipal School District No. 5

[Form of Certificate of Authentication]

This bond is one of the Bonds described in the Bond Resolution and has been duly registered on the registration books kept by the undersigned as Registrar/Paying Agent for the Bonds.

Date of Authentication and
Registration:

BOKF, NA
as Registrar/Paying Agent

By _____
Authorized Officer

[End of Form of Certificate of Authentication]

[Form of Assignment]

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers unto _____ whose social security or tax identification number is _____ the within bond and irrevocably constitutes and appoints _____ attorney to transfer such bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed: _____

NOTE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

[End of Form of Assignment]

[End of Form of Bond]

EXHIBIT 'B'

REGISTRAR AND PAYING AGENT AGREEMENT

This Registrar, Transfer Agent and Paying Agent Agreement (“Agreement”) is executed and effective this 18th day of March, 2025, by and between BOKF, NA with principal offices in Farmington, New Mexico (“Bank”), and Farmington Municipal School District No. 5, County of San Juan, New Mexico (“Issuer”) for the bonds described as follows:

\$2,000,000
FARMINGTON MUNICIPAL SCHOOL DISTRICT NO. 5
COUNTY OF SAN JUAN, NEW MEXICO
GENERAL OBLIGATION SCHOOL BONDS
SERIES 2025

- A. The Bank agrees to perform the duties of a Registrar which includes:
1. Authentication, preparation and delivery of bonds;
 2. Maintenance of the bond register;
 3. Maintenance of bond inventory and accounting;
 4. Cancellation and destruction of paid bonds;
 5. Providing Issuer with certificate of destroyed bonds;
 6. Transfer of ownership of bonds;
 7. Issue replacement bonds in lieu of a mutilated, lost, destroyed or stolen bond upon receipt of satisfactory proof and indemnification of the Bank;
 8. Pay by bank draft to bondholders of record the principal of, premium, if any, and interest on the bonds but only to the extent that Issuer has deposited with the Bank sufficient immediately available funds for such purposes; interest on funds received prior to payment dates may be retained by the Bank; float on checks issued by the Bank for payment of principal and interest payments will be retained by the Bank;
 9. Furnish Issuer periodic statements.
- B. Upon written notice from the Bank, Issuer agrees to cause to be printed, at its expense, any additional bonds required by the Bank subsequent to initial issuance as long as any bonds remain outstanding.
- C. The Bank shall not be required to transfer or exchange any Bond during the period beginning fifteen days prior to any date fixed for the payment of interest or principal on any of the Bonds.

- D. In any case where any payments with respect to the Bonds shall fall due on a Saturday, a Sunday, a legal holiday, or a day upon which banking institutions in the City of Farmington, New Mexico, or in such other locality as Paying Agent may maintain its principal offices, are authorized by law to close for business, then said payments need not be made on such date, but shall be made on the next succeeding banking day with the same force and effect as if made on the day upon which said payments fall due.
- E. In the event any principal or interest payment cannot be made as a result of paying Agent's inability, after due diligence, to locate the bondholder of record to whom such payments are due, and in the event that such bondholder has not claimed such payments, or corresponded in writing with Issuer or the Paying Agent concerning such payments within five (5) years after the date prescribed for payment, then funds deposited with Paying Agent by Issuer for any such payments will be returned to the Issuer and such bondholder shall look solely to the Issuer from and after such date for payment thereof.
- F. The Bank's fees and expenses as compensation for the performance of its duties as Registrar, Transfer Agent, and Paying Agent under the terms of this Agreement shall be as follows:

Acceptance Fee:	\$300.00, plus NMGRT
Annual Fee:	\$300.00, plus NMGRT

- G. Pursuant to Section 22-18-13 NMSA (2007), if the Bank has not received the full amount necessary to make the full payment of interest and, if applicable, of principal on the Bonds on the business day immediately prior to the date on which the payment is due, the Bank will notify the Department of Finance and Administration and the Department of Education (the "Public Education Department") of the State of New Mexico and the District, by telephone, facsimile or other similar communication, followed by written verification, of the payment status. As of the date hereof, information with respect to the above is as follows:

- (i) Wayne Propst, Cabinet Secretary
NM Department of Finance and Administration
180 Bataan Memorial Building
Santa Fe, NM 87501
Tel: (505) 827-4980

- (ii) Dr. Reiner Martens, Director
Education Finance Analysis Bureau
NM Public Education Department
300 Don Gaspar Avenue
Jerry Apodaca Education Building
Santa Fe, NM 87501-2786
Tel: (505) 827-3860

- H. The Bank shall not be liable for any error of judgment, or for any act done or step taken or omitted by it in good faith, or for any mistake of fact or law, or for anything which it may do or refrain from doing in connection herewith, except its own negligence or misconduct.
- I. The Bank may consult with and obtain advice from legal counsel of its selection in the event any question as to any of the provisions hereof or its duties hereunder shall arise, and it shall incur no liability and shall be fully protected in acting in good faith in accordance with the opinion and instructions of such counsel. The cost of such services shall be born by Issuer.
- J. Should the Issuer elect to terminate this Agreement and appoint a successor Registrar, Transfer Agent and Paying Agent, the Bank reserves the right to charge and be paid by the Issuer for the costs of transferring records, notifying bondholders and for any other duties that need to be performed. These costs are in addition to the specified fees and expenses in Paragraph F.

[Remainder of Page Intentionally Left Blank]

Executed on the date first above written.

FARMINGTON MUNICIPAL SCHOOL
DISTRICT NO. 5

By: _____
Cody Diehl, Superintendent

BOKF, NA

By: _____
Cindy Mitchell, VP and Trust Officer

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