

Sandoval County Board of County Commissioners

Agenda Item Summary

AGENDA ITEM # 6-5-14.11B

1. REQUESTED MOTION

ACTION REQUESTED:

Adopt Resolution No. 6-5-14.11B Approving Continuing Disclosure Compliance Procedures for Tax-Exempt Bonds and Loans of Sandoval County

WHY ACTION IS NECESSARY (Summary):

This resolution adopts procedures for updating the County's bondholders with financial information related to the bonds.

2. REQUESTOR

COMMISSIONER SPONSORED: YES NO

DISTRICT: DISTRICT 1 DISTRICT 4
 DISTRICT 2 DISTRICT 5
 DISTRICT 3

DIRECTOR / ELECTED:

DIVISION: Office of the County Manager

ELECTED OFFICE:

ATTACHMENTS: YES NO

3. MEETING DATE

June 5, 2014

4. AGENDA (To be completed by County Manager)

- PROCLAMATION
- PRESENTATION
- CONSENT
- REGULAR
- APPEAL

5. RECOMMENDATIONS

Recommend Board of County Commission approval.

6. FISCAL IMPACT

None

7. RECOMMENDED APPROVAL (Initials & Date)

Department Director/Elected Official	Human Resources	Purchasing	Attorney As to Form PFT 5/30/14	Finance Budget	County Manager PPR 5/30/14	Other
_____	_____	_____		_____		_____

8. COMMISSION ACTION

Approved Denied Deferred Other

SANDOVAL COUNTY, NEW MEXICO

RESOLUTION NO. 6-5-14.11B

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF SANDOVAL COUNTY, NEW MEXICO ADOPTING AND APPROVING CONTINUING DISCLOSURE COMPLIANCE PROCEDURES FOR TAX-EXEMPT BONDS AND LOANS OF THE COUNTY; OTHER MATTERS RELATING THERETO; AND RATIFYING ACTIONS PREVIOUSLY TAKEN IN CONNECTION THEREWITH.

WHEREAS, Sandoval County, New Mexico (the "County") incurs tax-exempt debt in the form of bonds and loans from time to time for the purpose of financing public projects and to refinance tax-exempt debt previously issued by the County; and

WHEREAS, to ensure the County complies with the requirements of federal securities laws, including Rule 15c2-12 promulgated by the Securities and Exchange Commission, the Board of Commissioners of the County (the "Commission") desires to adopt and implement post-issuance compliance procedures in the form attached hereto as Exhibit A (the "Continuing Disclosure Compliance Procedures").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF SANDOVAL COUNTY:

Section 1. Adoption and Approval of Post-Issuance Compliance Procedures. The Continuing Disclosure Compliance Procedures in the form attached hereto as Exhibit A are hereby adopted and approved. The Continuing Disclosure Compliance Procedures may be amended as deemed necessary by the Compliance Officer to comply with the Code.

Section 2. Appointment of Compliance Officer; Authority. The Commission hereby designates the County Manager as the Compliance Officer for purposes of the Continuing Disclosure Compliance Procedures. The Compliance Officer is hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of this Resolution and the Continuing Disclosure Compliance Procedures, and is further authorized to take any and all further actions and execute and deliver any and all other certificates, papers and documents as may be necessary or desirable to effect the actions contemplated by this Resolution and the Continuing Disclosure Compliance Procedures.

Section 3. Effective Date. This Resolution shall be in full force and effect immediately upon adoption and approval by the Commission.

Adopted by the Governing Body of Sandoval County this ____ day of June, 2014.

BOARD OF COUNTY COMMISSIONERS
OF SANDOVAL COUNTY, NEW MEXICO

Darryl F. Madalena, Chair

ATTEST:

Orlando Lucero, Vice-Chair

Eileen Garbagni, County Clerk

Nora Scherzinger, Member

Don Chapman, Member

Glenn Walters, Member

EXHIBIT A

SANDOVAL COUNTY, NEW MEXICO DISCLOSURE PROCEDURES FOR TAX-EXEMPT AND OTHER TAX-BENEFITED OBLIGATIONS

A. Introduction

These procedures have been adopted by Sandoval County, New Mexico (the “Issuer”) in order to comply with federal securities laws related to the Issuer’s tax-exempt and other tax-benefited obligations.

B. Types of Disclosure Governed by These Procedures

The Issuer will use these procedures in connection with the following forms of disclosure (collectively, “Disclosure Documents”):

1. Primary Disclosure.
 - i. Preliminary Official Statements
 - ii. Final Official Statements

2. Secondary Disclosure.
 - i. Continuing Disclosure
 - Examples: annual reports and notices of specified events provided pursuant to a continuing disclosure agreement.
 - ii. Voluntary Disclosure
 - Examples: quarterly financial information, a change in fiscal year and other additional financial or operation information; amendments to continuing disclosure undertakings; a change in obligated persons and other event-based disclosures.

3. Other Disclosure.
 - i. Information about that Issuer that is material and reasonably expected to reach investors. Information is material if there is a substantial likelihood that it would be considered significant by a reasonable investor.
 - Examples: financial information on the Issuer’s website, such as the Issuer’s budget and fiscal reports; public statements regarding the Issuer’s finances that are made by representatives of the Issuer.
 - ii. Statements or omissions related to the tax-exempt or tax-benefited status of the Issuer’s obligations.
 - Examples: statements or omissions in tax certificates, loan agreements or other documents relied on by bond counsel.

C. Disclosure Training

The Issuer shall retain bond counsel and/or disclosure counsel. The County Manager or employee assigned by the County Manager shall work with such counsel to create, implement and periodically revise ongoing disclosure training. Every person designated by the County Manager to assemble information or otherwise participate in the preparation of a disclosure document (a "Responsible Person") shall receive disclosure training related to federal securities laws as well as training related to their role in preparing the Issuer's Disclosure Documents.

D. Ongoing Disclosure Policies and Procedures

The following are general, ongoing disclosure policies and procedures of the Issuer. With the assistance of bond counsel or disclosure counsel, the County Manager and County employee designated by the County Manager shall do the following:

1. **Monitor Compliance on a Weekly Basis.** In addition to the filing of annual reports, the Issuer must provide notice of events specified in the Issuer's continuing disclosure undertakings. Generally, notice of such events must be provided to the Municipal Securities Rulemaking Board within ten business days after the occurrence of such event. In order to ensure compliance with the Issuer's continuing disclosure undertakings, the County Manager or designee shall review the list of events specified in the Issuer's continuing disclosure undertakings on a weekly basis to determine whether any such event has occurred that may require notice.
2. **Verify Primary Disclosure at Key Times.** The Issuer's Preliminary and final Official Statement must not contain any untrue statement of material fact, or omit to state a material fact necessary to make the statements made therein, in the light of the circumstances under which they were made, not misleading. The County Manager or designee must verify the accuracy of its primary disclosure not only during drafting and review, but also at the time of (i) mailing the Preliminary Official Statement, (ii) pricing of the Issuer's tax-exempt or tax-advantaged obligations, and (iii) at the time of closing of the tax-exempt or tax-advantaged transaction. If developments occur that may make the Issuer's primary disclosure inaccurate or incomplete as described above, the County Manager or designee will work with the disclosure counsel and/or bond counsel to remedy these potential issues.
3. **Promptly Address Issues and Questions.** Everyone who participates in creating or reviewing a Disclosure Document should promptly address issues that arise throughout the disclosure process. The County Manager or designee and Responsible Parties must address and resolve all questions they may have regarding the accuracy and completeness of a Disclosure Document.
4. **Consider What is Missing.** Instead of simply updating numerical data from one year to another, Responsible Parties and the County Manager or designee must consider what is missing from Disclosure Documents. For example, material developments related to the Issuer's financial condition may have occurred, cost projections for a project may have changed or laws affecting the Issuer may have been enacted. Material developments such as these may not appear in prior Disclosure Documents and therefore cannot be adequately disclosed by simply updating prior Disclosure Documents.

5. Encourage Responsible Parties and Disclosure Team Members to Raise Issues. Responsible Parties, the County Manager or designee and any other participants have a duty to carefully consider and question the information in Disclosure Documents to ensure that the Issuer's disclosure is complete and accurate. Issues and questions regarding the completeness or accuracy of any Disclosure Document should first be raised internally. Such questions should be discussed with the County Manager or designee, bond counsel or disclosure counsel and others within the Issuer until resolved.

E. Conclusion

These procedures have been adopted by the Issuer. The County Manager or designee will review these procedures no less than annually and will periodically consult with bond counsel and/or disclosure counsel to ensure these procedures are effective in producing disclosure that is accurate, complete and in compliance with federal securities laws.