Summary - An ordinance levying assessments in Clark County, Nevada, Special Improvement District No. 112 (Flamingo Underground), ratifying action taken by County officers toward the levy of assessments, and providing other matters related thereto.

BILL NO. _________

ORDINANCE NO. _________
(of Clark County, Nevada)

AN ORDINANCE CONCERNING THE CLARK COUNTY, NEVADA SPECIAL IMPROVEMENT DISTRICT NO. 112 AND ASSESSING THE COST OF LOCAL IMPROVEMENTS AGAINST THE ASSESSABLE PROPERTY BENEFITED BY THE LOCAL IMPROVEMENTS; AND PROVIDING FOR THE ADOPTION OF THIS ORDINANCE AS IF AN EMERGENCY EXISTS.

WHEREAS, pursuant to a written petition from Caesars Palace Realty Corp. ("Caesars") and other property owners and Chapter 271, Nevada Revised Statutes and all laws amendatory thereof and supplemental thereto (the "Act"), the Board of County Commissioners (the "Board") of Clark County, Nevada (the "County") has heretofore, pursuant to the requisite preliminary proceedings, created the Clark County, Nevada, Special Improvement District No. 112 (Flamingo Underground) (the "District") for the purpose of financing an underground conversion project that will replace existing electric power lines along Flamingo Road from approximately I-15 to approximately Koval Lane (the "Project"), and has provided that the entire cost and expense of the Project shall be paid by special assessments, according to benefits received by the benefited lots, tracts and parcels of land in the District; and

WHEREAS, Caesars and the other property owners (the "Owners") are the owners of 100% of the assessable property comprising the District; and

WHEREAS, the County and the Owners have entered into the District Financing Agreement (the "Financing Agreement") for the acquisition and improvement of the Project, which contains the terms and conditions required by NRS 271.710 and 271.720; and

WHEREAS, the District has been created by an ordinance designated as the "District No. 112 Creation Ordinance" heretofore approved by the Board under the provisions of the Act; and
WHEREAS, the Board has heretofore determined that the entire cost and expense to the County of the acquisition and improvement of the Project is to be paid by special assessments levied against the benefited lots, tracts and parcels of land in the District; and

WHEREAS, such cost and expense of the Project includes the costs and expenses of the County to be incurred in connection with the issuance of the bonds by the County (the "Bonds") to finance the cost of the acquisition and improvement of the Project and the amount of reserve and other funds for the Bonds; and

WHEREAS, the Board has heretofore determined and does hereby declare that the net cost to the County of the Project is $63,500,000, of which $-0- is available from other sources and $63,500,000 is to be assessed upon the benefited lots, tracts and parcels of land in the District; and

WHEREAS, the County Engineer (the "Engineer") prepared a preliminary assessment roll; and

WHEREAS, after determination of the cost and expense of the acquisition and improvement of the Project to be paid by the property specially benefited, the Board, together with the Engineer, made out an assessment roll containing, among other things, the name and address of the last-known owner of the property to be assessed, a description of each lot, tract and parcel of land to be assessed, and the amount of the assessment thereon and has filed the assessment roll with the County Clerk; and

WHEREAS, the assessments do not exceed the benefits to the property assessed nor the total cost and expense of the acquisition and improvement of the Project payable from assessments as heretofore determined and do not exceed the reasonable market value of the lots, tracts and parcels of land to be assessed; and

WHEREAS, it is incumbent upon the Board to provide when said assessments shall become due and the penalties payable after any delinquency; and

WHEREAS, the Board has determined and does hereby declare as follows:

(1) This ordinance is adopted pursuant to NRS 271.710(2)(c) and may be adopted as if an emergency exists;

(2) such declaration shall be conclusive in the absence of fraud or gross abuse of discretion in accordance with the provisions of NRS 271.308; and
(3) this ordinance may accordingly be adopted as if an emergency now exists and may become effective at the same time that an emergency ordinance of the County may go into effect;

NOW, THEREFORE, THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF CLARK, IN THE STATE OF NEVADA, DO ORDAIN:

Section 1. This ordinance shall be known as and may be cited by the short title “District No. 112 Assessment Ordinance” (this “Ordinance”).

Section 2. All actions, proceedings and matters heretofore taken, had and done by the County and the officers thereof (not inconsistent with the provisions of this Ordinance) concerning the District, including, but not limited to, the acquisition and improvement of the Project, the levy of assessments for those purposes, and the validation and confirmation of the assessment roll and the assessments therein, are ratified, approved and confirmed.

Section 3. For the purpose of paying the cost and expense of acquisition and improvement of the Project by the County, there are hereby levied and assessed against the lots, tracts and parcels of land in the District specially benefited by the Project and described in the assessment roll for the District in the form attached hereto as Exhibit 1 and incorporated herein by reference, as filed in the office of the County Clerk on or before February 19, 2008, the amounts and assessments shown in the assessment roll (as so filed and confirmed). The Board hereby finds and determines that such assessments do not exceed the benefits to the property assessed nor the total cost and expense of the acquisition and improvement of the Project payable from assessments as heretofore determined and do not exceed the reasonable market value of the lots, tracts and parcels of land to be assessed.

Section 4. The Owners pursuant to the Financing Agreement have elected to pay the assessments in installments, with interest as hereinafter provided, and the Board hereby authorizes such manner of payment. The unpaid assessments shall be payable in fifty-nine (59) semiannual installments of principal and interest until paid in full, with interest in all cases on the unpaid and deferred installments of principal from the effective date of this Ordinance at a rate or rates, which shall not exceed by more than one percent (1%) the highest rate of interest on the Bonds issued for the District. The assessment installments shall be amortized as follows: each installment due on December 1 of each year shall be a payment of accrued interest on the unpaid
balance of the assessment only; and each installment due on June 1 of each year shall be a payment of the sum of (1) the accrued interest on the unpaid balance of the assessment and (2) the principal amount of the Bonds which is due for payment on the next August 1. The assessment installments are payable semiannually at the office of the County Treasurer on June 1 and December 1 in each year, commencing on June 1, 2008. After the effective date of this Ordinance and before assessment bonds are issued (or if bonds are not issued) the County Manager or the Chief Financial Officer of the County shall fix the rate of interest on the unpaid and deferred installments of assessments. If assessment bonds are sold such rate will not exceed by more than 1% the highest rate of interest on the assessment bonds for the District. The effective interest rate on the Bonds will not exceed the statutory maximum rate (i.e., will not exceed by more than three percent (3%) the “Index of Twenty Bonds” that is most recently published in The Bond Buyer before a negotiated offer for the sale of the Bonds is accepted).

Section 5. The installments of the assessments shall be payable at the office of the County Treasurer. Pursuant to NRS 271.415(5), the County Treasurer shall notify the owners of real property within the District of the amounts becoming due and each such owner shall be deemed notified and shall be responsible for any penalties or delinquencies regardless of such owner's failure to maintain an accurate mailing address with the County Assessor. Such notice shall state that the assessment installment is payable not later than the June 1 or December 1 next succeeding such notice. Failure to pay any installment, whether of principal or interest, when due shall cause the whole amount of the unpaid principal of such assessment to become due and payable immediately at the option of the County, the exercise of said option shall be indicated by the commencement of sale proceedings by the County. The whole amount of the unpaid principal and the interest that has accrued thereon shall after such delinquency, whether or not the option to accelerate the due date for the payment of the unpaid principal is exercised, bear a penalty at the rate of 2% (or at any higher rate authorized by statute, or any lower rate, which may be zero percent, for such period as determined by the County Treasurer) per month (not prorated for any portion of the month) on the unpaid balance of the assessment and accrued interest, until the day of the foreclosure sale or until the whole amount of the unpaid principal plus accrued interest and penalties is paid; provided, however, that at any time prior to the day of such sale, the owner of any such lot or parcel may pay the aggregate amount of all of the delinquent installments originally becoming due on or before the date of said payment, with
accrued interest thereon and all penalties and costs of collection accrued, and shall thereupon be restored to the right thereafter to pay in installments in the same manner as if a default had not been suffered. The Treasurer is authorized to reduce or waive for good cause the collection of any penalties assessed pursuant to subsection 4 of NRS 271.415 and any interest incurred pursuant to NRS 271.585.

The owner of any property assessed and not in default as to any assessment installment or payment may, at any time (at the option of such owner), pay the whole or any portion of the unpaid principal with interest accruing thereon to the next assessment payment date, together with a prepayment premium equal to three percent (3%) of the principal amount so prepaid. If the Bonds (or any bonds issued to refund the Bonds) may then be redeemed without the payment of any premium, the County, in its sole discretion, may waive the requirement of payment of the redemption premium. No waiver for a particular prepayment premium shall be deemed to be a waiver for any other prepayment premium.

Any interest earned on the proceeds of the Bonds (except as provided below) and any excess Bond proceeds may be applied by the County as a credit against interest due on the assessments. If so applied, such interest earned or such excess Bond proceeds shall be credited against the amount of interest owed on the assessments on the next succeeding assessment installment payment date that is at least sixty (60) days after the receipt of such interest or a determination that there are excess Bond proceeds, as the case may be.

Interest earned on Bond proceeds held in the reserve fund established for the Bonds (the “Reserve Fund”), which exceeds the lesser of one year's maximum Bond principal and interest payment or ten percent of the proceeds of the Bonds (i) shall be applied to pay the County's administrative and other costs associated with the District to the extent those costs are not otherwise paid with the assessments and the interest thereon, and (ii) if earned at least fourteen (14) months before an assessment interest payment date, if not needed for such costs shall be credited against assessment payments due on the property assessed in the District on a pro rata basis, based on the unpaid principal balance (not including any delinquent installment of principal) assessed against each piece of property. To the extent of the amount in the Reserve Fund available therefor, at the time the assessment against any particular parcel of property is paid in part or in full, the outstanding assessment balance on the property shall be credited with

- 5 -
its pro rata share of the Reserve Fund determined in such equitable manner as the County Treasurer may direct.

This section does not prevent the County from amending this Ordinance or any other documents executed in connection with the Bonds to provide for other uses of the interest earned on Bond proceeds, any excess Bond proceeds or the Reserve Fund in connection with a refunding of the Bonds and the owners of the property assessed in the District have no entitlement to payment of any amounts in the interest earned on Bond proceeds, any excess Bond proceeds or the Reserve Fund in the event of such an amendment.

Section 6. The amounts assessed as aforesaid shall be a lien upon said lots, tracts and parcels of land from the effective date of this Ordinance until paid, coequal with the latest lien thereon to secure the payment of general (ad valorem) taxes and prior and superior to all other liens, claims, encumbrances and titles (other than the liens of assessments and general (ad valorem) taxes).

The sale of any such lot, tract or parcel of land for general or other taxes shall not relieve such lot, tract or parcel of land from such assessment or the lien therefor. Such amounts shall continue to be a lien upon the lots, tracts and parcels of land assessed until paid in full (including all principal and the interest thereon, and any penalties and collection costs).

Section 7. Should any lot, tract or parcel of land within the District be divided after the effective date of this Ordinance and before the collection of all the assessment installments, the Board may require the County Treasurer to apportion the uncollected amounts upon the several parts of land so divided. If two or more lots, tracts or parcels of land within the District are combined or combined and redivided into two or more different tracts after the effective date of this Ordinance and before the collection of all the assessment installments, the Board may require the County Treasurer to combine or combine and reapportion the uncollected amounts upon the part or parts of land that exist after the combination or combination and redivision. The report of such an apportionment, combination or reapportionment, when approved, shall be conclusive on all the parties, and all assessments thereafter made upon the tracts shall thereafter be according to the subdivision, combination or redivision. The report, when approved, shall be recorded in the office of the County Recorder, together with a statement that the current payment status of any of the assessments may be obtained from the County
Treasurer. Neither the failure to record the report nor any defect in the report as recorded shall affect the validity of the assessments, the lien for the payment thereof or the priority of that lien.

Section 8. In case any such lot, tract or parcel of land so assessed is delinquent in the payment of such assessment or any installment of principal or interest, the County Treasurer promptly shall mark the assessment installment delinquent on the assessment roll for the District and shall notify the owner of such delinquent property, if known, in writing of such delinquency, by first class mail, postage prepaid, addressed to the addressee's last-known address. Said assessment shall be enforced by the County Treasurer and other officers of the County, as provided in NRS 271.545 to 271.630, and the assessment roll and certified copy of this Ordinance shall be prima facie evidence of the regularity of the proceedings. Unless otherwise directed by the Board, in the case of such a collection, the County Treasurer shall determine whether to cause the whole amount of the unpaid assessment with respect to such property to be immediately due and payable. If any such collection is not promptly enforced by the County, any bondholder may file and prosecute a foreclosure action in the name of the County. Any bondholder may also proceed against the County to protect and enforce the rights of the owners of the Bonds under this Ordinance and the Act by suit, action or special proceedings in equity or at law, either for the appointment of a receiver or for the specific performance of any provision contained herein or in the Act or in an award of execution of any power herein granted for the enforcement of any proper legal or equitable remedy as such bondholder may deem most effectual to protect and enforce the rights aforesaid. All such proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all owners of the Bonds then outstanding. The failure of the bondholders so to foreclose upon the property which is the subject of such delinquent assessments or so to proceed against the County, or both, shall not relieve the County or any of its officers, agents or employees of any duty so to take the actions hereinabove set forth.

Section 9. The County Clerk is hereby directed to deliver to the County Assessor, the County Recorder and the County Treasurer, a copy of the final assessment roll containing a description of the lots, tracts and parcels of land being assessed, with the amount of the assessment levied upon each and the name and address of the owner against whom the assessment was made, together with a statement that the current payment status of any of the assessments may be obtained from the County Treasurer. Neither the failure to record the
assessment roll as provided in this Section, nor any defect in the roll as recorded shall affect the validity of the assessments, the lien for the payment thereof or the priority of that lien. The County Treasurer is hereby directed to collect the amounts assessed as a tax upon the lots, tracts and parcels of land to which they were assessed.

Section 10. In accordance with NRS 271.390(2), the County Clerk shall give written notice of the levy of assessments by mailing a copy of such notice, postage prepaid, either before or promptly after the effective date of this Ordinance, to the owners of all property upon which the assessment was levied at their last-known addresses. Proof of such mailing shall be made by the affidavit of the County Clerk, provided, however, that failure to mail any such notice or notices shall not invalidate any assessment or any other proceedings concerning the District. Proof of the mailing shall be maintained in the permanent records of the Office of the County Clerk until all special assessments and all Bonds shall have been paid in full, as to both principal and interest, or until any claim is barred by an appropriate statute of limitations. The Board hereby determines that the manner of giving notice herein provided by mail is reasonably calculated to inform the parties of the proceedings concerning the District and the levy of assessments which may directly and adversely affect their legally protected interests.

Section 11. The notice provided for in NRS 271.390(2) and in Section 8 of this Ordinance shall be in substantially the following form:
FORM OF NOTICE

NOTICE TO PROPERTY OWNERS OF THE LEVY OF ASSESSMENTS FOR IMPROVEMENTS IN THE CLARK COUNTY, NEVADA, SPECIAL IMPROVEMENT DISTRICT NO. 112 (FLAMINGO UNDERGROUND)

NOTICE IS HEREBY GIVEN to the owners of all property upon which an assessment has been levied that, by an ordinance duly passed, adopted, signed and approved on February 19, 2008 (the “Ordinance”), there were levied and assessed against the lots, tracts and parcels of land specially benefited by the local improvements in what is designated as the “Clark County, Nevada, Special Improvement District No. 112 (Flamingo Underground)” (said lots, tracts and parcels of land being more specifically described in the assessment roll designated in the Ordinance), the costs and expenses of such improvements.

The assessments are payable at the times and in the amounts specified in the Ordinance. Failure to pay any installment, whether of principal or interest, when due shall cause the whole amount of the unpaid principal of such assessment to become due and payable immediately at the option of the County, the exercise of said option shall be indicated by the commencement of sale proceedings by the County. The whole amount of the unpaid principal and the interest that has accrued thereon shall after such delinquency, whether or not the option to accelerate the due date for the payment of the unpaid principal is exercised, bear a penalty at the rate of 2% (or at any higher rate authorized by statute, or any lower rate, which may be zero percent, for such period as determined by the County Treasurer) per month (not prorated for any portion of the month) on the unpaid balance of the assessment and accrued interest, until the day of the sale, or until the whole amount of the unpaid principal plus accrued interest and penalties is paid; provided, however, that at any time, prior to the day of such sale, the owner of any such lot or parcel, may pay the aggregate amount of all of the delinquent installments originally becoming due on or before the date of said payment, with accrued interest thereon and all penalties and costs of collection accrued, and shall thereupon be restored to the right thereafter to pay in installments in the same manner as if default had not been suffered.

Pursuant to NRS 271.395, within 15 days after the effective date of the Ordinance, any person who has filed a complaint, protest or objection in writing may commence an action or suit in any court of competent jurisdiction to correct or set aside such determination.
Thereafter all actions or suits attacking the regularity, validity and correctness of the proceedings, of the assessment roll, of each assessment contained in the assessment roll, and of the amount of the assessment levied on each lot, tract and parcel of land including without limiting the generality of the foregoing, the defense of confiscation, are perpetually barred.

The amounts assessed as aforesaid constitute a lien upon said lots, tracts and parcels of land from March 4, 2008, which lien shall be coequal with the latest lien thereon to secure the payment of general (ad valorem) taxes and prior and superior to all other liens, claims, encumbrances and titles (other than the liens of assessments and general (ad valorem) taxes). The sale of any such lot, tract or parcel of land for general (ad valorem) taxes shall not relieve such lot, tract or parcel of land from such assessment or the lien therefor.

DATED this February 19, 2008.

/s/ Shirley B. Parraguirre
County Clerk

Amount of assessment $____________________

Description of property assessed ______________________

(End of Form of Notice)
Section 12. The officers of the County are authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including without limiting the generality of the foregoing, the preparation of all necessary documents, legal proceedings and other items necessary or desirable for the issuance of the Bonds.

Section 13. All ordinances, bylaws, resolutions and orders, or parts thereof, in conflict with the provisions of this Ordinance are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, bylaw, resolution or order, or part thereof, heretofore repealed.

Section 14. The Board has expressed in the preambles of this Ordinance that this Ordinance pertains to the levying of assessments in the District, that this Ordinance may accordingly be adopted as if an emergency now exists, and may become effective at any time when an emergency ordinance of the County may go into effect. Consequently, pursuant to NRS 271.710(2)(c) and NRS 271.390, final action shall be taken immediately, and this Ordinance shall be in effect from and after its publication by title and collateral statement as herein provided.

Section 15. After this Ordinance is signed by the Chairman of the Board of County Commissioners and attested and sealed by the County Clerk, this Ordinance shall be published by its title only, together with the names of the Commissioners voting for or against its passage, and with a statement that copies of such ordinance are available for inspection by all interested parties at the office of the County Clerk, such publication to be made in the Las Vegas Review Journal, a newspaper published and having general circulation in the County, at least once a week for a period of two weeks by two insertions, pursuant to NRS 244. 100, and all laws thereunto enabling, such publication to be in substantially the following form:
(Form of Publication)

BILL NO. ________

ORDINANCE NO. ________
(of Clark County, Nevada)

AN ORDINANCE CONCERNING THE CLARK COUNTY, NEVADA SPECIAL IMPROVEMENT DISTRICT NO. 112 AND ASSESSING THE COST OF LOCAL IMPROVEMENTS AGAINST THE ASSESSABLE PROPERTY受益 BY THE LOCAL IMPROVEMENTS; AND PROVIDING FOR THE ADOPTION OF THIS ORDINANCE AS IF AN EMERGENCY EXISTS.

Public Notice is hereby given that copies of the above-numbered and entitled ordinance are available for inspection by all interested parties at the office of the County Clerk of Clark County, Nevada, Sixth Floor of the Clark County Government Center, 500 South Grand Central Parkway, Las Vegas, Nevada; and that such ordinance was proposed by Commissioner ________________ on February 19, 2008, and was passed and adopted without amendment at the same regular meeting as an emergency ordinance on February 19, 2008, by the following vote of the Board of County Commissioners:

Those Voting Aye: ________________
________________________
________________________
________________________
________________________
________________________

Those Voting Nay: ________________
________________________

Those Abstaining: ________________
________________________

Those Absent: ________________
________________________
This ordinance shall be in full force and effect from and after March 4, 2008 (i.e., the date of the second publication of such ordinance by its title only).

IN WITNESS WHEREOF, the Board of County Commissioners of Clark County, Nevada, has caused this ordinance to be published by title only.

DATED this February 19, 2008.

/s/ Rory Reid
Chairman
Board of County Commissioners
Clark County, Nevada

(SEAL)

Attest:

/s/ Shirley B. Parraguirre
County Clerk

(End of Form of Publication)
Section 16. If any section, paragraph, clause or other provision of this Ordinance shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or other provision shall not affect any of the remaining provisions of this Ordinance.

Proposed on February 19, 2008.
Proposed by Commissioner ________________.
Passed on February 19, 2008.

Ayes: Susan Brager
Tom Collins
Chris Giunchigliani
Chip Maxfield
Rory Reid
Lawrence Weekly
Bruce L. Woodbury

Nays: ________________________

Abstentions: ________________________

Absent: ________________________

__________________________________
Chairman
Board of County Commissioners
Clark County, Nevada

(SEAL)

Attest:

__________________________________
County Clerk

This Ordinance shall be in force and effect from and after March 4, 2008 (i.e., the date of the second publication of such Ordinance by its title only).

This ordinance has been reviewed by the Deputy District Attorney.

Deputy District Attorney
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STATE OF NEVADA  )
    ) SS.
COUNTY OF CLARK  )

I, Shirley B. Parraguirre, the duly elected, qualified and acting County Clerk of
Clark County (the "County"), Nevada, and ex officio Clerk of its Board of County
Commissioners (the "Board"), do hereby certify:

1. The foregoing pages are a true and correct copy of an ordinance (the
   "Ordinance") introduced, passed and adopted by the Board at a regular meeting of the Board
   held on February 19, 2008. A quorum of the Board was in attendance at the meeting.

2. The adoption of the Ordinance was duly moved and seconded and the
   Ordinance was adopted by an affirmative vote of at least two-thirds of the members of the Board
   at the regular meeting of the Board on February 19, 2008 as follows:

Those Voting Aye:

   Susan Brager
   Tom Collins
   Chris Giunchigliani
   Chip Maxfield
   Rory Reid
   Lawrence Weekly
   Bruce L. Woodbury

Those Voting Nay:

Those Absent:

Those Abstaining:

3. The members of the Board were present at such meeting and voted on the
   passage of such Ordinance as set forth above.

4. The Ordinance was approved and authenticated by the signature of the
   Chairman of the Board, sealed with the County seal, attested by the Clerk and recorded in the
   minutes of the Board.

5. All members of the Board were given due and proper notice of the
   meeting. Public notice of the meeting was given and the meeting was held and conducted in full
   compliance with the provisions of NRS 241.020. A copy of the notice of the meeting was posted
   not later than 9:00 a.m. at least 3 working days in advance of the meeting at:
Principal Office  
Clark County Government Center  
500 South Grand Central Parkway  
Las Vegas, Nevada

Winchester Park and Center  
3130 South McLeod  
Las Vegas, Nevada

Paradise Park, Pool and Center  
4775 South McLeod  
Las Vegas, Nevada

Desert Breeze Park & Community Center  
8275 Spring Mountain Road  
Las Vegas, Nevada

6. A copy of the notice was mailed to each person, if any, who has requested 
notice of the meetings of the Board in the same manner in which notice is required to be mailed 
to a member of the Board. Such notice, if mailed, was delivered to the postal service no later 
than 9:00 a.m. on the third working day prior to the meeting.

7. Upon request, the Board provides at no charge, at least one copy of the 
agenda for its public meetings, any proposed resolution which will be discussed at the public 
meeting, and any other supporting materials provided to the Board for an item on the agenda, 
except for certain confidential materials and materials pertaining to closed meetings, as provided 
by law.

8. Copies of the notice so given of the meeting of the Board held on February 
19, 2008, is attached to this certificate as Exhibit A.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the 
County this ____________, 2008.

______________________________
County Clerk

(SEAL)
EXHIBIT A

(Notice of February 19, 2008 Meeting)
[ATTACH AFFIDAVIT OF PUBLICATION OF ORDINANCE]