RESOLUTION NO. ____________

A RESOLUTION APPROVING AGREEMENTS WITH PROPERTY OWNERS AND NEVADA POWER COMPANY IN CONNECTION WITH A PROPOSED UNDERGROUND CONVERSION PROJECT IN CLARK COUNTY, NEVADA, SPECIAL IMPROVEMENT DISTRICT NO. 112 (FLAMINGO UNDERGROUND).

WHEREAS, the Board of County Commissioners (the "Board") of Clark County (the "County") in the State of Nevada, pursuant to NRS 271.710 and the County's Developer Special Improvement District Guidelines has received a petition from 100% of the owners of certain property located in the County requesting the formation of a special improvement district (the "District"); and

WHEREAS, the Petition requests the formation of the District and the underground conversion of electrical power lines along Flamingo Road (the "Project") pursuant to Chapter 271, NRS; and

WHEREAS, pursuant to NRS 271.800, the County has requested a written estimate of the cost of the Project from the Nevada Power Company, a Nevada corporation ("NPC"), and NPC has provided such cost estimate to the County; and

WHEREAS, there are on file with the County Clerk proposed forms of (1) the District Financing Agreement, among the County and Caesars Palace Realty Corp., and Parball Corporation (collectively, the "Owners"), (the "District Financing Agreement") and (2) the Flamingo Underground Conversion Project Agreement, between the County and NPC (the "NPC Agreement"); and

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

Section 1. The form, terms and provisions of the District Financing Agreement and the NPC Agreement are approved, and the County shall enter into and perform its obligations under such agreements in substantially the forms of such documents on file with the County Clerk, with only such changes therein as are required by the circumstances and are
not inconsistent herewith; and, the officers of the Board are hereby authorized and directed to execute and deliver such documents as required hereby.

Section 2. The officers of the County be, and they hereby are, authorized and directed to take all action necessary to effectuate the provisions of this resolution.

Section 3. All action, proceedings and matters heretofore taken, had and done by the County and the officers of the County (not inconsistent with the provisions of this resolution) concerning the District and the Project, be, and the same hereby are, ratified, approved and confirmed.

Section 4. All bylaws, orders and resolutions, or parts thereof, in conflict with this resolution, are repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any bylaw, order, or resolution, or part thereof, heretofore repealed.

Section 5. If any section, paragraph, clause or provision of this resolution shall 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 6. The Board has determined and does hereby declare that this resolution shall be in effect upon its passage in accordance with law.

PASSED AND ADOPTED this February 19, 2008.

________________________________________
Chairman
Board of County Commissioners

Attest:

________________________________________
County Clerk

THE ABOVE RESOLUTION HAS BEEN REVIEWED BY THE DEPUTY DISTRICT ATTORNEY:

______________________________
Deputy District Attorney
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 a resolution (the “Resolution”) passed and adopted by the Board at a 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 Resolution was duly moved and seconded and the Resolution was adopted by an affirmative vote of a majority 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 Resolution as set forth above.

4. The Resolution 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 meeting was posted not later than 9:00 a.m. at least 3 working days in advance of the meeting at:

(i) Principal Office
Clark County Government Center
500 South Grand Central Parkway
Las Vegas, Nevada;

(ii) Winchester Park and Center
3130 South McLeod
Las Vegas, Nevada;

(iii) Paradise Park, Pool and Center
4775 South McLeod
Las Vegas, Nevada; and

(ii) 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. A copy of the notice so given of the meeting of the Board held on February 19, 2008, is attached to this certificate as Exhibit A.

9. A copy of the notice was posted on the County's website no later than 9:00 a.m. on the third working day prior to the meeting.

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

______________________________________________
County Clerk
EXHIBIT A
(Notice of February 19, 2008 Meeting)