

**Carson City
Agenda Report**

Date Submitted: 4/23/2013

Agenda Date Requested: 5/02/2013

Time Requested: 5 minutes

To: Mayor and Supervisors

From: Nick Providenti, Finance Director

Subject Title: For Possible Action: Action to adopt Bill No. 108, on second reading, Ordinance No. _____, an ordinance designated by the short title "2013B V&T Refunding Bond Ordinance"; authorizing the issuance by the City of its negotiable "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, for the purpose of financing the costs of refunding certain outstanding bonds of the City; providing the form, terms and conditions of the bonds, and other details in connection therewith; providing for the levy and collection of annual general (ad valorem) taxes for the payment thereof; additionally securing their payment by a pledge of revenues derived from the operation of certain recreational facilities and by a pledge of certain license taxes and room taxes fixed and imposed by Carson City; providing other covenants, agreements and details and making other provisions concerning the bonds, such facilities, the general tax proceeds and the revenues pledged for the payment of such bonds; ratifying action previously taken toward issuing the proposed bonds; providing other matters relating thereto; and providing the effective date hereof.(Nick Providenti)

Staff Summary: This ordinance will authorize the issuance of the Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B for the purpose of refunding certain of their previously issued General Obligation bonds, and the City hereby determines that it is necessary and in the best interest of the City and its citizens to refund these bonds for the purpose of effecting interest rate savings.

Type of Action Requested: (check one)

Resolution

Ordinance

Formal Action/Motion

Other (Specify)

Does this action require a Business Impact Statement: () Yes (xx) No

Recommended Board Action: I move to adopt Bill No. 108, on second reading, Ordinance No. _____, an Ordinance designated by the short title "2013B V&T Refunding Bond Ordinance"; authorizing the issuance by the City of its negotiable "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, for the purpose of financing the costs of refunding certain outstanding bonds of the City; providing the form, terms and conditions of the bonds, and other details in connection therewith; providing for the levy and collection of annual general (ad valorem) taxes for the payment thereof; additionally securing their payment by a pledge of revenues derived from the operation of certain recreational facilities and by a pledge of certain license taxes and room taxes fixed and imposed by Carson City; providing other covenants, agreements and details and making other provisions concerning the bonds, such facilities, the general tax proceeds and the revenues pledged for the payment of such bonds; ratifying action previously taken toward issuing the proposed bonds; providing other matters relating thereto; and providing the effective date hereof.

Explanation for Recommended Board Action: The City is planning to issue bonds for the purpose of refunding certain of their previously issued Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Bonds (Additionally Secured by Gross Pledged Revenues), Series 2003

Applicable Statute, Code, Policy, Rule or Regulation: NRS Chapters 244, 348, 350, 360,

Fiscal Impact: See attached debt amortization schedule – total cash flow savings is expected to be \$316,053.56.

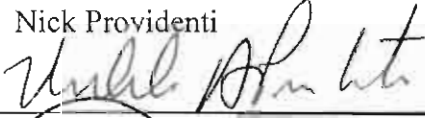
Explanation of Impact: Varying ongoing debt service payments per attached schedule.

Funding Source: Room Tax required from CCCVB will be less

Alternatives: Not to issue refunding bonds.

Supporting Material: Ordinance and debt amortization schedule.


Prepared By: Nick Providenti

Reviewed By: 
(Department Head)

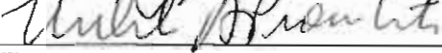
Date: 4/23/13

: 
(City Manager)

Date: 4/23/13

: 
(District Attorney)

Date: 4/23/13

: 
(Finance Director)

Date: 4/23/13

Board Action Taken:

Motion: _____ 1) _____ Aye/Nay
2) _____

(Vote Recorded By)

Carson City, Nevada
 General Obligation (Limited Tax)
 V&T Recreation Refunding Bonds, Series 2013B
 Debt Service Savings and Summary Schedule

Date	Principal	Rate	Interest	Total	Annual Debt Service	Refunded Debt Service	Cashflow Savings
05/30/2013						\$0.00	\$0.00
12/01/2013			\$52,804.24	\$52,804.24			
06/01/2014	\$0	3.000%	52,512.50	52,512.50	\$105,316.74	\$129,137.50	23,820.76
12/01/2014			52,512.50	52,512.50			
06/01/2015	235,000	3.000%	52,512.50	287,512.50	340,025.00	409,137.50	69,112.50
12/01/2015			48,987.50	48,987.50			
06/01/2016	240,000	4.000%	48,987.50	288,987.50	337,975.00	407,937.50	69,962.50
12/01/2016			44,187.50	44,187.50			
06/01/2017	250,000	4.000%	44,187.50	294,187.50	338,375.00	406,337.50	67,962.50
12/01/2017			39,187.50	39,187.50			
06/01/2018	265,000	3.000%	39,187.50	304,187.50	343,375.00	408,962.50	65,587.50
12/01/2018			35,212.50	35,212.50			
06/01/2019	335,000	3.500%	35,212.50	370,212.50	405,425.00	410,575.00	5,150.00
12/01/2019			29,350.00	29,350.00			
06/01/2020	345,000	4.000%	29,350.00	374,350.00	403,700.00	406,137.50	2,437.50
12/01/2020			22,450.00	22,450.00			
06/01/2021	360,000	4.000%	22,450.00	382,450.00	404,900.00	406,262.50	1,362.50
12/01/2021			15,250.00	15,250.00			
06/01/2022	375,000	3.000%	15,250.00	390,250.00	405,500.00	410,287.50	4,787.50
12/01/2022			9,625.00	9,625.00			
06/01/2023	385,000	5.000%	9,625.00	394,625.00	404,250.00	408,037.50	3,787.50
	<u>\$2,790,000</u>		<u>\$698,841.74</u>	<u>\$3,488,841.74</u>	<u>\$3,488,841.74</u>	<u>\$3,802,812.50</u>	<u>\$313,970.76</u>
						Plus: Miscellaneous	<u>2,082.80</u>
						Net Savings:	<u>\$316,053.56</u>

Summary - An ordinance authorizing the issuance by Carson City, Nevada, of its General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B.

BILL NO. _____
ORDINANCE NO. _____

AN ORDINANCE DESIGNATED BY THE SHORT TITLE "2013B V&T REFUNDING BOND ORDINANCE"; AUTHORIZING THE ISSUANCE BY THE CITY OF ITS NEGOTIABLE "CARSON CITY, NEVADA, GENERAL OBLIGATION (LIMITED TAX) V&T RECREATION REFUNDING BONDS (ADDITIONALLY SECURED BY GROSS PLEDGED REVENUES), SERIES 2013B, FOR THE PURPOSE OF FINANCING THE COSTS OF REFUNDING CERTAIN OUTSTANDING BONDS OF THE CITY; PROVIDING THE FORM, TERMS AND CONDITIONS OF THE BONDS, AND OTHER DETAILS IN CONNECTION THEREWITH; PROVIDING FOR THE LEVY AND COLLECTION OF ANNUAL GENERAL (AD VALOREM) TAXES FOR THE PAYMENT THEREOF; ADDITIONALLY SECURING THEIR PAYMENT BY A PLEDGE OF REVENUES DERIVED FROM THE OPERATION OF CERTAIN RECREATIONAL FACILITIES AND BY A PLEDGE OF CERTAIN LICENSE TAXES AND ROOM TAXES FIXED AND IMPOSED BY CARSON CITY; PROVIDING OTHER COVENANTS, AGREEMENTS AND DETAILS AND MAKING OTHER PROVISIONS CONCERNING THE BONDS, SUCH FACILITIES, THE GENERAL TAX PROCEEDS AND THE REVENUES PLEDGED FOR THE PAYMENT OF SUCH BONDS; RATIFYING ACTION PREVIOUSLY TAKEN TOWARD ISSUING THE PROPOSED BONDS; PROVIDING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

WHEREAS, Carson City, in the State of Nevada (the "City" and the "State," respectively), is a consolidated city and county incorporated and operating under Chapter 213 of the Statutes of Nevada 1969 (the "Charter") and the laws of the State; and

WHEREAS, the Board of Supervisors of the City (the "Board") is authorized to fix, impose and collect a license tax for revenue on and to regulate all character of lawful trades, callings, professions and businesses conducted in whole or in part within the City pursuant to

Section 2.260 of the Charter, pursuant to Section 4.08.080 of the Carson City Municipal Code (the "Code"), and pursuant to NRS 268.095 (the "City Tax Act"); and

WHEREAS, pursuant to subsection (1) of Section 4.08.080 of the Code, the Board has fixed and imposed a transient lodging tax on every licensee operating a rental business within the City in the amount of seven percent (7%) of the amount of gross income derived from room rentals received by each licensee from the renting of rooms within the corporate limits of the City (collectively, the "License Taxes"); provided, however, two percent (2%) of the above seven percent (7%) may only be used to redeem general obligation bonds issued to finance any recreational facilities in the City; and

WHEREAS, pursuant to subsection (3) of Section 4.08.080 of the Code, the Board has fixed and imposed a tax of two percent (2%) of the gross receipts from the rental of lodging in the City upon all persons in the business of providing lodging (the "V&T Room Tax"); provided, however, the proceeds of such tax must be deposited with the Carson City Convention and Visitors' Bureau (the "Bureau") and be used to finance or refinance the reconstruction of the Virginia and Truckee Railroad and/or for the other limited but related purposes described in said section of the Code; and

WHEREAS, the Board has ordered the collection of the License Taxes and the V&T Room Tax and has prescribed other details in connection therewith; and

WHEREAS, pursuant to an ordinance of the City, the City has assigned the License Taxes and the V&T Room Tax to the Bureau; and

WHEREAS, pursuant to an agreement executed by and between the City and the Bureau, the Bureau has agreed to pledge the proceeds of the License Taxes and the V&T Room Tax to the City to support the payment of the 2003 Bonds (hereinafter defined) and the Bonds (hereinafter defined); and

WHEREAS, the proceeds of the License Taxes and the V&T Room Tax are by law available for the payment of the Bonds (which relate to the refinancing of recreational facilities of the City), and the payment of the Bonds may be additionally secured by a pledge of the gross revenue derived from the License Taxes and the V&T Room Tax; and

WHEREAS, the City has previously issued its "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Bonds (Additionally Secured by Gross Pledged Revenues), Series 2003" (the "2003 Bonds"); and

WHEREAS, the net proceeds of the 2003 Bonds were used to finance a portion of the Virginia and Truckee Railroad and other purposes permitted by NRS 244A.597 and subsection (3) of Section 4.08.080 of the Code (collectively, and as more fully defined herein, the "2003 Project"); and

WHEREAS, the 2003 Bonds are secured by (i) a pledge of the gross revenue to be derived from the operation of the 2003 Project, (ii) a pledge of the gross revenue to be derived from the facilities refinanced by the "Carson City, Nevada, General Obligation (Limited Tax) Park Refunding Bonds (Additionally Secured by Pledged Revenues), Series May 1, 1997C" (collectively, and as more fully defined herein, the "1997 Project"), and (iii) a pledge of the proceeds of the License Taxes and the V&T Room Tax (collectively, and as more fully defined herein, the "Gross Pledged Revenues"); and

WHEREAS, other than the 2003 Bonds, there are no bonds that remain unpaid and outstanding issued by the City which are secured by the Gross Pledged Revenues on a parity basis with the 2003 Bonds and the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B" (the "Bonds") authorized by this Ordinance; and

WHEREAS, pursuant to the provisions of NRS 350.500 through 350.720, and all laws amendatory thereof, cited in NRS 350.500 by the short title "Local Government Securities Law" (the "Bond Act"), the City is authorized to refund certain of the 2003 Bonds (the "Refunded Bonds") designated in the Escrow Agreement (as defined herein) for the purpose of effecting interest rate savings (the "Refunding Project"); and

WHEREAS, the City has determined and hereby determines that it is necessary and in the best interests of the City and its citizens to finance the Refunding Project; and

WHEREAS, after notice inviting bids for their purchase, the City Finance Director, as the chief financial officer of the City, or the City Manager, as the chief administrative officer of the City, is hereby authorized to receive bids and sell the Bonds to the best bidder therefor (the "Purchaser"), and the City Finance Director or the City Manager is hereby authorized to accept a binding bid for the Bonds, the Bonds to bear interest at the rates per annum provided in the bond purchase proposal submitted by the Purchaser (the "Bond Purchase Proposal"), at a price equal to the principal amount thereof plus accrued interest to the date of delivery of the Bonds plus a premium or less a discount not to exceed 9 percent of the

principal amount of the Bonds, all as specified by the City Finance Director or the City Manager in a certificate dated on or before the date of delivery of the Bonds (the "Certificate of the City Finance Director"), which price does not result in an effective interest rate on the Bonds in excess of 3 percent over the Index of Twenty Bonds most recently published in The Bond Buyer prior to the time bids were received for the Bonds; and

WHEREAS, the City hereby elects to have the provisions of Chapter 348 of NRS (the "Supplemental Bond Act") apply to the Bonds; and

WHEREAS, the Board has found and determined and hereby declares:

A. It is necessary and for the best interests of the City to effect the Refunding Project and to issue the Bonds;

B. Each of the limitations and other conditions to the issuance of the Bonds in the Charter, the Project Act (as defined herein), the Bond Act, the Supplemental Bond Act, and in any other relevant act of the State or the Federal Government, has been met; and pursuant to NRS 350.708, this determination of the Board that the limitations in the Bond Act have been met shall be conclusive in the absence of fraud or arbitrary or gross abuse of discretion; and

C. This Ordinance pertains to the sale, issuance and payment of the Bonds; this declaration shall be conclusive in the absence of fraud or gross abuse of discretion in accordance with the provisions of NRS 350.579(2).

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF CARSON CITY DO ORDAIN:

ARTICLE I.

SHORT TITLE, DEFINITIONS, INTERPRETATION, RATIFICATION, TRANSMITTAL, REPEALER, SEVERABILITY, PUBLICATION OF ORDINANCE AND EFFECTIVE DATE

Section 101. Short Title. This ordinance shall be known as and may be designated by the short title "2013B V&T Refunding Bond Ordinance" (this "Ordinance").

Section 102. Meanings and Definitions. The terms in this section defined for all purposes of this Ordinance and of any instrument amendatory hereof or supplemental hereto, and of any other instrument or any other document relating hereto, except where the context by clear implication otherwise requires, shall have the meanings herein specified:

"annual principal and interest requirements" means the sum of the principal of and interest on the Bonds and any other Outstanding designated securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues, or the V&T Pledged Revenues, as the case may be, having a lien thereon superior to or on a parity with the lien thereon of the Bonds, to be paid during any Bond Year, but excluding any reserve requirements to secure such payments unless otherwise expressly provided. In calculating this amount, the principal amount of bonds required to be redeemed prior to maturity pursuant to a mandatory redemption schedule contained in the resolution, ordinance or other instrument authorizing the issuance of such bonds (e.g., the schedule, if any, set forth in the Certificate of the City Finance Director) shall be treated as maturing in the Bond Year in which such bonds are so required to be redeemed, rather than in the Bond Year in which the stated maturity of such bonds occurs. For purposes of the Revenue Stabilization Account created in Section 407 hereof, "annual principal and interest requirements" means the sum of the principal of and interest on the Outstanding Bonds and any other Outstanding securities payable from the Gross Pledged Revenues, whether or not such securities have a lien on the Gross Pledged Revenues.

"Board" means the Board of Supervisors of Carson City, in the State of Nevada, including any successor to the Board.

"Bond Act" means NRS 350.500 through 350.720, and all laws amendatory thereof, designated in Section 350.500 thereof as the Local Government Securities Law.

"Bond Fund" means the special account designated as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, Pledged Revenues, Interest and Principal Retirement Fund," created in Section 401A hereof, and required to be accumulated and maintained in Sections 604 and 606 hereof.

"Bond Requirements" means the principal of, any prior redemption premiums due in connection with, and the interest on the Bonds, and any additional bonds or other additional securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, and hereafter issued, or such part of such securities or such other securities relating to the 1997 Project or the 2003 Project as may be designated, as such principal, premiums and interest become due at maturity or on a Redemption Date designated in a mandatory redemption schedule, in a notice of prior redemption, or otherwise.

"Bonds" means those securities of the issue of the City designated as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B" authorized herein.

"1997 Bonds" means those securities of the issue of the City designated as the "Carson City, Nevada, General Obligation (Limited Tax) Park Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series May 1, 1997C," authorized by the 1997 Ordinance.

"2003 Bonds" means those securities of the issue of the City designated as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Bonds (Additionally Secured by Pledged Revenues), Series 2003," authorized by the 2003 Ordinance.

"Bond Year" means the 12 months commencing on July 1 of any calendar year and ending on June 30 of the next succeeding calendar year.

"Budget Act" means NRS 354.470 to 354.626, inclusive, and all laws amendatory thereof, designated in Section 354.470 thereof as the Local Government Budget Act.

"City" means Carson City in the State, and constituting a political subdivision thereof, or any successor municipal corporation.

"City Clerk" or "Clerk" means the de jure or de facto City Clerk of the City, or any officer performing duties commonly required of a City Clerk of the City, or his or her successor in functions, if any.

"City Finance Director" means the de jure or de facto chief financial officer of the City and designated as such by the City, or his or her successor in functions, if any.

"City Tax Act" means the act now cited as NRS 268.095, as heretofore and hereafter from time to time amended.

"City Treasurer" or "Treasurer" means the de jure or de facto Treasurer of the City, or his or her successor in functions, if any.

"Code" means the Carson City Municipal Code.

"combined maximum annual principal and interest requirements" means the greatest of the annual principal and interest requirements, paid during any Bond Year for the period beginning with the Bond Year in which such computation is made and ending with the Bond Year in which any bond last becomes due at maturity or on a Redemption Date on which any bond thereafter maturing is called for prior redemption. Any such computation shall be adjusted as provided in Section 803C hereof, and shall be made by an Independent Accountant, the City Finance Director or the City Treasurer if expressly so required.

"commercial bank" means a state or national bank or trust company which is a member of the Federal Deposit Insurance Corporation and which is located within the United States and such term includes, without limitation, any "trust bank" as herein defined.

"Continuing Disclosure Certificate" means the Continuing Disclosure Certificate executed by the City in connection with the issuance of the Bonds.

"Cost of the Refunding Project" means all or any part designated by the City of the cost of the Refunding Project, which cost, at the option of the City, except as limited by law, may include all or any part of the incidental costs relating to the Refunding Project, including, without limitation:

(a) Preliminary expenses advanced by the City from funds available for use therefor or from any other source, or advanced with the approval of the City from funds available therefor or from any other source by the State, the Federal Government, or by any other Person with the approval of the City (or any combination thereof);

(b) The costs of appraising, printing, estimates, advice, services of engineers, architects, accountants, financial consultants, attorneys at law, clerical help, or other agents or employees;

(c) The costs of making, publishing, posting, mailing and otherwise giving any notice in connection with the Refunding Project, the filing or recordation of instruments, the taking of options, the issuance of the Bonds and any other securities relating to the Refunding Project, and bank fees and expenses;

(d) The costs of contingencies;

(e) The costs of the capitalization with the proceeds of the Bonds of any interest on the bonds or other securities for any period not exceeding the period estimated by the City to effect the Refunding Project plus one year, of any discount on the Bonds or other securities, and of any reserves for the payment of the principal of and interest on the Bonds or other securities, of any replacement expenses, and of any other cost of the issuance of the Bonds or other securities relating to the Refunding Project;

(f) The costs of amending any ordinance, resolution or other instrument authorizing the issuance of or otherwise relating to the Outstanding Bonds or other securities relating to the Refunding Project;

(g) The costs of funding any emergency loans, construction loans and other temporary loans of not exceeding 5 years relating to the Refunding Project and of the incidental expenses incurred in connection with such loans; and

(h) All other expenses necessary or desirable and relating to the Refunding Project, as estimated or otherwise ascertained by the City.

“Escrow Account” means the special account designated as the “Carson City, Nevada, General Obligation (Limited Tax) Refunding Bonds, Series 2013, Escrow Account” created herein.

“Escrow Agreement” means the agreement between the City and the Escrow Bank regarding the Refunded Bonds.

“Escrow Bank” means Zions First National Bank or any successor thereto.

“events of default” means the events stated in Section 1103 hereof.

“Federal Government” means the United States, or any agency, instrumentality or corporation thereof.

“Federal Securities” means bills, certificates of indebtedness, notes, bonds or similar securities which are direct obligations of, or the principal and interest of which securities are unconditionally guaranteed by, the United States.

“Fiscal Year” means the 12 months commencing on July 1 of any calendar year and ending on June 30 of the next succeeding calendar year; but if the Nevada legislature changes the statutory fiscal year relating to the City, the Fiscal Year shall conform to such modified statutory fiscal year from the time of each such modification, if any.

“General Tax Interest Account” means the “Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, General Tax Interest Account,” created in Section 501 hereof.

“General Tax Principal Account” means the “Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2003, General Tax Principal Account,” created in Section 501 hereof.

“General Taxes” or “Taxes” means general (ad valorem) taxes levied by the City against all taxable property within the boundaries of the City (unless otherwise qualified).

“Gross Pledged Revenues” means, collectively, the License Tax Pledged Revenues and the V&T Pledged Revenues before the payment of the operation and maintenance expenses of the 1997 Project and the 2003 Project, and all of the proceeds from the License Tax Pledged Revenues and the V&T Pledged Revenues, including interest and penalties, but excluding the reasonable and actual costs of the collection of the License Tax Pledged Revenues and the V&T Pledged Revenues not exceeding for any collection period an amount equal to 10% of the gross revenues collected from the License Tax Pledged Revenues and the V&T Pledged Revenues as provided in Section 927 hereof. In clarification of the foregoing term, all investment income from any fund or account established hereunder, shall be treated as a part of the Gross Pledged Revenues.

“Hereby,” “herein,” “hereinabove,” “hereinafter,” “hereinbefore,” “hereof,” and any similar term refer to this Ordinance and not solely to the particular portion thereof in which the word is used; “heretofore” means before the adoption of this Ordinance; and “hereafter” means after the adoption of this Ordinance.

“Independent Accountant” means any certified public accountant, or any firm of certified public accountants, duly licensed to practice and practicing as such under the laws of the State, as from time to time appointed and compensated by the City on the behalf and in the name of the City:

(a) Who or which is, in fact, independent and not under the domination of the City;

(b) Who or which does not have any substantial interest, direct or indirect, with the City, and

(c) Who or which is not connected with the City as an officer or employee thereof, but who may be regularly retained to make annual or similar audits of any books or records of the City.

"License Tax Income Fund" means the special account designated as the "Carson City, Nevada, Recreational Facilities and License Taxes Gross Pledged Revenues Income Fund," referred to in Section 602 of the 1997 Ordinance and continued in Section 602A hereof.

"License Tax Pledged Revenues" means the gross revenues derived from the 1997 Project and the License Taxes.

"License Taxes" means the transient lodging tax fixed and imposed by the Board pursuant to subsection (1) of Section 4.08.080 of the Code on every licensee operating a rental business within the City in the amount of seven percent (7%) of the amount of gross income derived from room rentals received by each licensee from the renting of rooms within the corporate limits of the City; provided, however, two percent (2%) of the above seven percent (7%) may only be used to redeem general obligation bonds issued to finance any recreational facilities in the City; and includes any License Taxes subsequently substituted therefor.

"Mayor" means the de jure or de facto member of the Board who presides over its meetings and is the head of the government of Carson City, or his or her successor in functions, if any.

"NRS" means Nevada Revised Statutes.

"Newspaper" means a newspaper printed in the English language, published at least once each calendar week.

"Operation and maintenance expenses," or any phrase of similar import, means all reasonable and necessary current expenses of the City, paid or accrued, of operating, maintaining and repairing the 1997 Project or the 2003

Project or of any other designated facilities in connection with which such term is used; and the term includes, at the option of the City, acting by and through the City, except as limited by law, without limitation:

(a) Engineering, auditing, reporting, legal and other overhead expenses of the various departments of the City directly related and reasonably allocable to the administration, operation and maintenance of the 1997 Project or the 2003 Project;

(b) Fidelity bond and property and liability insurance premiums relating to the 1997 Project or the 2003 Project, or a reasonably allocable share of a premium of any blanket bond or policy relating to the 1997 Project or the 2003 Project;

(c) Payments to pension, retirement, health and hospitalization funds, and other insurance, and to any self-insurance fund as insurance premiums not in excess of the premiums which would otherwise be required for such insurance;

(d) Any general taxes, assessments, excise taxes or other charges which may be lawfully imposed on the City, the 1997 Project, the 2003 Project or the revenues therefrom, or the City's income from or operations of any properties under its control and relating to the 1997 Project or the 2003 Project, or any privilege in connection with the 1997 Project or the 2003 Project or their operation;

(e) The reasonable charges of any depository bank relating to the Bonds and any other securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, or otherwise relating to the 1997 Project or the 2003 Project;

(f) Contractual services, professional services, salaries, other administrative expenses, and costs of materials, supplies, repairs and labor, relating to the 1997 Project or the 2003 Project or to the issuance of the 2003 Bonds, the Bonds or any other securities relating to the 1997 Project or the 2003 Project, including, without limitation, the expenses and

compensation of any trustee, receiver or other fiduciary under the Bond Act;

(g) The costs incurred by the City in the collection and any refunds of all or any part of the Gross Pledged Revenues;

(h) Any costs of utility services furnished to the 1997 Project or the 2003 Project by the City or otherwise;

(i) Any lawful refunds of any of the Gross Pledged Revenues;

(j) The procurement (except as hereinbelow limited) and the administration of conventions held in the City; and

(k) All other administrative, general and commercial expenses relating to the 1997 Project or the 2003 Project; but

(i) Excluding any allowance for depreciation;

(ii) Excluding any costs of extensions, enlargements, betterments and other improvements (or any combination thereof);

(iii) Excluding any reserves for major capital replacements (other than normal repairs);

(iv) Excluding any reserves for operation, maintenance or repair of the 1997 Project or the 2003 Project;

(v) Excluding any allowance for the redemption of any Bond or other security evidencing a loan or other obligation, or the payment of any interest thereon, or any prior redemption premium due in connection therewith;

(vi) Excluding any liabilities incurred in the acquisition or improvement of any properties comprising any project or any existing facilities (or any combination thereof) relating to the 1997 Project or the 2003 Project, or otherwise;

(vii) Excluding any costs of advertising, publicizing and promoting the 1997 Project or the 2003 Project; and

(viii) Excluding any liabilities incurred by the City as the result of its negligence in the operation of the 1997 Project or the

2003 Project or any other ground of legal liability not based on contract.

“Ordinance” means this ordinance authorizing the issuance of the Bonds.

“1997 Ordinance” means the ordinance authorizing the issuance of the 1997 Bonds.

“2003 Ordinance” means the ordinance authorizing the issuance of the 2003 Bonds.

“Outstanding” when used with reference to the Bonds or any other designated securities and as of any particular date means all of the Bonds or any such other securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, or otherwise relating to the 1997 Project or the 2003 Project, as the case may be, in any manner theretofore and thereupon being executed and delivered:

(a) Except any Bond or other security canceled by the City, by the Paying Agent or otherwise on the City’s behalf, at or before such date;

(b) Except any Bond or other security the payment of which is then due or past due and moneys fully sufficient to pay which are on deposit with the Paying Agent;

(c) Except any Bond or other security for the payment or the redemption of which moneys at least equal to the City’s Bond Requirements to the date of maturity or to any Redemption Date, shall have heretofore been deposited with a trust bank in escrow or in trust for that purpose, as provided in Section 1001 hereof; and

(d) Except any Bond or other security in lieu of or in substitution for which another bond or other security shall have been executed and delivered pursuant to Sections 306 or 1209 hereof.

“Owner” or any similar term, when used in conjunction with any Bonds, or any other designated securities, means the registered owner of any Bonds or other security which is registrable for payment if it shall at the time be registered for payment otherwise than to bearer.

"Parity bonds" or "Parity securities" means bonds or securities which have a lien on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, that is on a parity with the lien thereon of the Bonds and the 2003 Bonds.

"Paying Agent" means Zions First National Bank, or any successor commercial bank which may be appointed from time to time as paying agent for the Bonds.

"Person" means a corporation, firm, other body corporate (including, without limitation, the Federal Government, the State, or any other body corporate and politic other than the City), partnership, association or individual, and also includes an executor, administrator, trustee, receiver or other representative appointed according to law.

"1997 Project" means the recreational facilities of the City refinanced with the proceeds of the 1997 Bonds which are operated and maintained by the City, including, without limitation, public parks, playgrounds, other recreational facilities, buildings therefor, improvements thereto, and sites and grounds, equipment, and furnishings therefor, and as the same may thereafter (both heretofore and hereafter) from time to time be extended or otherwise improved.

"2003 Project" means those recreational facilities described in NRS 244A.597 that were financed with the proceeds of the 2003 Bonds.

"Project Act" means the act authorizing the organization and reorganization of a county fair and recreation board in any county in the State, including, without limitation, the City, and the exercise by the City of certain powers therein designated and relating to recreational facilities, including, without limitation, the issuance of the Bonds, which act is now cited as NRS 244A.597 through 244A.655, as heretofore and hereafter from time to time amended.

"Purchaser" means the purchaser identified in the Certificate of the City Finance Director.

"Rebate Account" means the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally

Secured by Gross Pledged Revenues), Series 2013B Rebate Account” created in Section 609 hereof.

“Redemption Date” means a date fixed for the redemption prior to their respective maturities of any Bonds or other designated securities payable from all or a portion of the Gross Pledged Revenues in any mandatory redemption schedules, or in any notice of prior redemption or otherwise fixed and designated by the City.

“Redemption Price” means, when used with respect to a Bond or other designated security payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, the principal amount thereof plus the applicable premium, if any, payable upon the redemption thereof prior to the stated maturity date of such Bond or other security on a Redemption Date in the manner contemplated in accordance with the security’s terms.

“Refunding Project” means the cost of refunding the Refunded Bonds.

“Registrar” means Zions First National Bank, or any successor commercial bank which may be appointed from time to time as registrar for the Bonds.

“Regular Record Date” means the 15th day of the calendar month next preceding each interest payment date.

“Revenue Stabilization Account” means the special account designated as the “Carson City, Nevada, V&T Recreation Bonds Revenue Stabilization Account” created in Section 407 hereof.

“Special Record Date” means a special date fixed by the Paying Agent to determine the names and addresses of owners of the Bonds for the payment of any defaulted interest on any of the Bonds, as further provided in Section 302 hereof. At least 10 days’ notice will be given by the Paying Agent by first-class regular mail to each owner of a Bond as stated on the Registrar’s registration list at the close of business on a date fixed by the Paying Agent,

stating the date of the Special Record Date and the due date fixed for the payment of such defaulted interest.

“State” means the State of Nevada, in the United States and where the context so indicates, “State” means the geographical area comprising the State of Nevada.

“Subordinate bonds” or “subordinate securities” means bonds or securities which have a lien on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, that is subordinate and junior to the lien thereon of the Bonds.

“Superior bonds” or “superior securities” means bonds or securities which have a lien on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, that is superior to the lien thereon of the Bonds.

“Tax Code” means the Internal Revenue Code of 1986, as amended.

“Taxes” means General Taxes.

“Trust bank” means a “commercial bank,” as defined herein, which bank is authorized to exercise and is exercising trust powers, and also means any branch of the Federal Reserve Bank.

“V&T Income Fund” means the special account designated as the “Carson City, Nevada, V&T Room Tax Gross Pledged Revenues Income Fund,” created in Section 602B of the 2003 Ordinance and continued in Section 602B hereof.

“V&T Pledged Revenues” means, collectively, the V&T Room Tax and the gross revenues derived from the operation of the 2003 Project.

“V&T Room Tax” means the 2% tax on the gross receipts from the rental of transient lodging in the City fixed and imposed by the Board pursuant to subsection (3) of Section 4.08.080 of the Code.

Section 103. Construction. This Ordinance, except where the context by clear implication herein otherwise requires, shall be construed as follows:

1. Words in the singular number include the plural, and words in the plural include the singular.

2. Words in the masculine gender include the feminine and the neuter, and when the sense so indicates words of the neuter gender refer to any gender.

3. The titles and leadlines applied to articles, sections, subsections and paragraphs of this Ordinance are inserted only as a matter of convenience and ease in reference and in no way define, limit or describe the scope or intent of any provisions of this Ordinance.

4. Any securities payable from all or a portion of the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, and held by the City shall not be deemed to be Outstanding for the purpose of redemption nor Outstanding for the purpose of consents hereunder or for other purposes provided herein.

Section 104. Successors. Whenever herein the City is named or is referred to, such provision shall be deemed to include any successors of the City, whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of and other provisions for the benefit of the City contained herein shall bind and inure to the benefit of any officer, board, district, commission, authority, agent, bureau or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the City or of their respective successors, if any, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions hereof.

Section 105. Parties Interested Herein. Except as herein otherwise expressly provided, nothing herein expressed or implied confers upon or gives to any Person (other than the Paying Agent, the owners from time to time of the Bonds, and the owners of any other securities payable from Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, when reference is expressly made thereto, as well as the City) any right, remedy or claim under or by reason hereof or any covenant, condition or stipulation hereof. All the covenants, stipulations, promises and agreements herein contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Paying Agent, any owner of any Bonds and any owner of any such other security in the event of such a reference.

Section 106. Ratification. All action heretofore taken (not inconsistent with the provisions of this Ordinance) by the City, the officers of the City, and otherwise by the City directed toward (i) the imposition, levy and collection of the License Taxes and the V&T Room Tax, and (ii) the sale of the Bonds to the Purchaser for the purposes described herein, is hereby ratified, approved and confirmed.

Section 107. Transmittal of Ordinance. The City Clerk is hereby authorized, instructed and directed to transmit a certified copy of this Ordinance to the Executive Director of the Bureau and to the City Treasurer.

Section 108. Ordinance Irrepealable. After any of the Bonds are issued, this Ordinance shall constitute an irrevocable contract between the City and the owner or owners of the Bonds; and this Ordinance shall be and shall remain irrepealable until the Bonds, as to all Bond Requirements, shall be fully paid, canceled and discharged as herein provided.

Section 109. Repealer. All ordinances, resolutions, bylaws and orders, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolution, bylaw or order, or part hereof, heretofore repealed.

Section 110. Publication of Proposed Ordinance. When first proposed, this Ordinance must be read to the Board by title, after which an adequate number of copies of this Ordinance must be deposited with the City Clerk for public examination and distribution. Notice of the deposit must be published once in a newspaper published and having general circulation in the City at least 10 days before the adoption of the Ordinance, such publication to be in substantially the following form:

(Form of Publication of Notice of Deposit of an Ordinance)

BILL NO.

ORDINANCE NO.

AN ORDINANCE DESIGNATED BY THE SHORT TITLE "2013B V&T REFUNDING BOND ORDINANCE"; AUTHORIZING THE ISSUANCE BY THE CITY OF ITS NEGOTIABLE "CARSON CITY, NEVADA, GENERAL OBLIGATION (LIMITED TAX) V&T RECREATION REFUNDING BONDS (ADDITIONALLY SECURED BY GROSS PLEDGED REVENUES), SERIES 2013B, FOR THE PURPOSE OF FINANCING THE COSTS OF REFUNDING CERTAIN OUTSTANDING BONDS OF THE CITY; PROVIDING THE FORM, TERMS AND CONDITIONS OF THE BONDS, AND OTHER DETAILS IN CONNECTION THEREWITH; PROVIDING FOR THE LEVY AND COLLECTION OF ANNUAL GENERAL (AD VALOREM) TAXES FOR THE PAYMENT THEREOF; ADDITIONALLY SECURING THEIR PAYMENT BY A PLEDGE OF REVENUES DERIVED FROM THE OPERATION OF CERTAIN RECREATIONAL FACILITIES AND BY A PLEDGE OF CERTAIN LICENSE TAXES AND ROOM TAXES FIXED AND IMPOSED BY CARSON CITY; PROVIDING OTHER COVENANTS, AGREEMENTS AND DETAILS AND MAKING OTHER PROVISIONS CONCERNING THE BONDS, SUCH FACILITIES, THE GENERAL TAX PROCEEDS AND THE REVENUES PLEDGED FOR THE PAYMENT OF SUCH BONDS; RATIFYING ACTION PREVIOUSLY TAKEN TOWARD ISSUING THE PROPOSED BONDS; PROVIDING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

PUBLIC NOTICE IS HEREBY GIVEN, and that an adequate number of typewritten copies of the above-numbered and entitled proposed Ordinance are available for public inspection and distribution at the office of the City Clerk, 201 North Carson, Suite 1, Carson City, Nevada, and that such Ordinance was proposed on April 18, 2013, and will be considered for adoption at the a regular meeting of the Board of Supervisors of the Carson City held on May 2, 2013.

/s/ Alan Glover
City Clerk

(End of Form of Publication of Notice of Deposit of An Ordinance)

Section 111. Publication and Effective Date. After this Ordinance is signed by the Mayor and attested and sealed by the Clerk, this Ordinance shall be published once by its title only, together with the names of the Board members voting for or against its passage, such publication to be made in the Nevada Appeal, a newspaper published and having a general circulation in the City, such publication to be in substantially the following form and shall be effective upon publication by title:

(Form of Publication of Adoption of Ordinance)

ORDINANCE NO.

(of Carson City, Nevada)

AN ORDINANCE DESIGNATED BY THE SHORT TITLE "2013B V&T REFUNDING BOND ORDINANCE"; AUTHORIZING THE ISSUANCE BY THE CITY OF ITS NEGOTIABLE "CARSON CITY, NEVADA, GENERAL OBLIGATION (LIMITED TAX) V&T RECREATION REFUNDING BONDS (ADDITIONALLY SECURED BY GROSS PLEDGED REVENUES), SERIES 2013B, FOR THE PURPOSE OF FINANCING THE COSTS OF REFUNDING CERTAIN OUTSTANDING BONDS OF THE CITY; PROVIDING THE FORM, TERMS AND CONDITIONS OF THE BONDS, AND OTHER DETAILS IN CONNECTION THEREWITH; PROVIDING FOR THE LEVY AND COLLECTION OF ANNUAL GENERAL (AD VALOREM) TAXES FOR THE PAYMENT THEREOF; ADDITIONALLY SECURING THEIR PAYMENT BY A PLEDGE OF REVENUES DERIVED FROM THE OPERATION OF CERTAIN RECREATIONAL FACILITIES AND BY A PLEDGE OF CERTAIN LICENSE TAXES AND ROOM TAXES FIXED AND IMPOSED BY CARSON CITY; PROVIDING OTHER COVENANTS, AGREEMENTS AND DETAILS AND MAKING OTHER PROVISIONS CONCERNING THE BONDS, SUCH FACILITIES, THE GENERAL TAX PROCEEDS AND THE REVENUES PLEDGED FOR THE PAYMENT OF SUCH BONDS; RATIFYING ACTION PREVIOUSLY TAKEN TOWARD ISSUING THE PROPOSED BONDS; PROVIDING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

PUBLIC NOTICE IS HEREBY GIVEN, and that such Ordinance was proposed on April 18, 2013, and was passed at the meeting held on May 2, 2013 by the following vote of the Board of Supervisors:

Those Voting Aye:

Those Voting Nay:

Those Absent:

This Ordinance shall be in full force and effect from and after the _____ day of
May, 2013.

IN WITNESS WHEREOF, the Board of Supervisors of the Carson City, Nevada, has caused this Ordinance to be published by title only.

DATED this May 2, 2013.

Attest:

/s/ Robert L. Crowell

/s/ Alan Glover
City Clerk

(End of Form of Publication)

Section 112. Severability. If any section, paragraph, clause or 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 provision shall not affect any of the remaining provisions of this Ordinance.

ARTICLE II.

CITY'S DETERMINATIONS, AUTHORITY FOR AND AUTHORIZATION OF REFUNDING PROJECT, NECESSITY OF REFUNDING PROJECT AND BONDS, REFUNDING PROJECT COST, AND OBLIGATION OF CITY

Section 201. Authority for this Ordinance. This Ordinance is adopted by virtue of the Project Act and the Bond Act and pursuant to their provisions; and the City has ascertained and hereby determines that each and every matter and thing as to which provision is made herein is necessary in order to carry out and to effectuate the purposes of the City in accordance with the Project Act and the Bond Act, and as provided in NRS 350.708 all limitations in the Bond Act imposed upon the issuance of bonds or other securities thereunder, have been met.

Section 202. Life of the Refunding Project. The City has determined and does hereby declare:

A. Estimated Life. The estimated life or estimated period of usefulness of the project to be refinanced with the proceeds of the Bonds is not less than 15 years; and

B. Bond Term. The Bonds shall mature at times not exceeding such estimated life or estimated period of usefulness.

Section 203. Necessity of Refunding Project and Bonds. It is necessary and for the best interests of the City and the inhabitants thereof that the City effect the Refunding Project and defray the cost thereof by issuing the Bonds therefor; and it is hereby so determined and declared.

Section 204. Acceptance of Bids; Authorization of Use of Official Statement. In accordance with the Project Act and with this Ordinance, the Bond Purchase Proposal submitted by the Purchaser may be formally accepted by the City Finance Director or the City Manager, subject to the terms of this Ordinance; preparation, distribution, use of and execution of the Preliminary Official Statement is hereby authorized; distribution, use of and execution of the Final Official Statement for the Bonds in substantially the form of the Preliminary Official Statement, with such amendments, additions and deletions as are consistent with the facts and not inconsistent herewith as may be approved by the City Finance Director by his execution of the Final Official Statement, is hereby authorized. The Director of Finance or his designee is

authorized to deem the official statement or preliminary official statement to be a "final" official statement on behalf of the City for the purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Section 205. Authorization of Refunding Project and Escrow Agreement. The City does hereby determine to proceed with the Refunding Project; the Refunding Project is hereby so authorized; and the City Finance Director is hereby authorized to execute and deliver on behalf of the City the Escrow Agreement between the City and the Escrow Bank in substantially the form now on file with the City Finance Director, with such changes as designated by the City Finance Director which are consistent with the provisions of this Ordinance.

Section 206. Estimated Cost of Refunding Project. The cost of the Refunding Project is estimated not to exceed the principal amount of the Bonds, excluding any such cost defrayed or to be defrayed by any source other than the proceeds of the Bonds.

Section 207. Bonds Equally Secured. The covenants and agreements herein set forth to be performed on behalf of the City shall be for the equal benefit, protection and security of the owners of any and all of the Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof, except as otherwise expressly provided in or pursuant to this Ordinance.

Section 208. General Obligations. The full faith and credit of the City are hereby pledged to the payment of the Bond Requirements of the Bonds and they shall constitute general obligations of the City and shall be payable from General Taxes on all taxable property within the City (except to the extent any Gross Pledged Revenues or other moneys are available therefor), subject to the limitations imposed by the Constitution and statutes of the State.

Section 209. Additional Security. The payment of the Bond Requirements of the Bonds is additionally secured by an irrevocable pledge of and by a lien (but not necessarily an exclusive lien) on the Gross Pledged Revenues, subject to and after any superior liens upon such Gross Pledged Revenues (or any part thereof) of any superior bonds or superior securities.

Section 210. No Pledge of Property. The payment of the Bonds is not secured by an encumbrance, mortgage or other pledge of property of the City, except the proceeds of General Taxes, the Gross Pledged Revenues, and any other moneys pledged for the payment of

the Bonds. No property of the City, subject to such exceptions, shall be liable to be forfeited or taken in payment of the Bonds.

Section 211. No Recourse Against Officers and Agents. No recourse shall be had for the payment of the Bond Requirements of the Bonds or for any claim based thereon or otherwise upon this Ordinance authorizing their issuance or any other instrument relating thereto, against any individual member of the City or any officer or other agent of the City, past, present or future, either directly or indirectly through the City, or otherwise, whether by virtue of any constitution, statute or rule of law, or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of the Bonds and as a part of the consideration of their issuance specially waived and released.

ARTICLE III.

AUTHORIZATION, TERMS, EXECUTION AND ISSUANCE OF BONDS

Section 301. Authorization of Bonds. The "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured By Gross Pledged Revenues), Series 2013B," in the aggregate principal amount set forth in the Certificate of the City Finance Director (not to exceed the amount necessary to effect the Refunding Project), are hereby authorized to be issued pursuant to the Project Act and the Bond Act; and the City pledges irrevocably, but not necessarily exclusively, the Gross Pledged Revenues to the payment of the Bond Requirements of the Bonds, the proceeds of the Bonds to be used solely to defray wholly or in part the cost of the Refunding Project.

Section 302. Bond Details. The Bonds shall be issued payable in fully registered form, i.e., registered as to both principal and interest and shall be dated as of the date of delivery of the Bonds. Except as provided in Section 307 hereof, the Bonds shall be issued in the denominations of \$5,000 and any integral multiples thereof (but no Bond may be in a denomination which exceeds the principal coming due on any maturity date, and no individual Bond will be issued for more than one maturity and interest rate). The Bonds shall bear interest, calculated on the basis of a 360-day year of twelve 30-day months, at the rates shown in the Certificate of the Finance Director from their date until their respective fixed maturity dates, payable on June 1 and December 1, commencing on December 1, 2013, except that Bonds which are reissued upon transfer, exchange or other replacement shall bear interest at the rates shown in the Certificate of the Finance Director from the most recent interest payment date to which interest has been paid or provided for, or, if no interest has been paid, from the date of, the Bonds. The Bonds shall mature on the designated dates and in the designated amounts as set forth in the Certificate of the Finance Director (not to exceed 20 years from the date of delivery of the Bonds). The principal of and redemption premium, if any, on any Bond, shall be payable to the registered owner thereof as shown on the registration records kept by the Registrar, upon maturity or prior redemption thereof and upon presentation and surrender at the Paying Agent or at such other office as designated by the 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 interest rate borne by the Bond until the principal thereof is paid in full. Except as provided in

Section 307 hereof, payment of interest on any Bond shall be made to the registered owner thereof by check or draft mailed by the Paying Agent, on each interest payment date (or, if such interest payment date is not a business day, on the next succeeding business day), to the registered owner thereof at his or her address as shown on the registration records kept by the Registrar at the close of business on the Regular Record Date for such interest payment date; but any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner thereof at the close of business on the Regular Record Date and shall be payable to the person who is the registered owner thereof at the close of business on a Special Record Date for the payment of any such defaulted interest. Such Special Record Date shall be fixed by the Paying Agent whenever money becomes available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the registered owners of the Bonds not less than 10 days prior thereto by first-class mail to each such registered owner as shown on the Registrar's registration records on a date selected by the Registrar, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest. The Paying Agent may make payments of interest on any Bond by such alternative means as may be mutually agreed upon between the owner of such Bond and the Paying Agent. All such payments shall be made in lawful money of the United States of America.

Section 303. Prior Redemption.

A. Optional Redemption. Bonds, or portions thereof, maturing on and after the date, if any, set forth in the Certificate of the Finance Director shall be subject to redemption prior to their respective maturities, at the option of the City, on and after the date set forth in the Certificate of the Finance Director, in whole at any time or in part at any time, from such maturities as are selected by the City, and if less than all of the Bonds of a maturity are to be redeemed, the Bonds of such maturity are to be redeemed by lot within a maturity (giving proportionate weight to Bonds in denominations larger than \$5,000), in such manner as the Paying Agent may determine, for the principal amount of each Bond or portion thereof so redeemed and accrued interest thereon to the redemption date, and a premium, if any, as set forth in the Certificate of the Finance Director.

B. Mandatory Redemption. The Bonds shall be subject to mandatory sinking fund redemption as provided herein, if so provided in the Certificate of the Finance Director. The Bonds maturing on the dates set forth in the Certificate of the Finance Director

(the "Term Bonds") are subject to mandatory sinking fund redemption at a redemption price equal to 100% of the principal amount thereof and accrued interest to the redemption date. As and for a sinking fund for the redemption of the Term Bonds, there shall be deposited into the Bond Fund on or before the dates set forth in the Certificate of the Finance Director, a sum which, together with other moneys available in the Bond Fund, is sufficient to redeem (after credit is provided below) on the dates and in the principal amounts of the Term Bonds as set forth in the Certificate of the Finance Director plus accrued interest to the redemption date. The remaining principal amount of Term Bonds shall be paid upon presentation and surrender at maturity unless redeemed pursuant to optional redemption prior to maturity.

Not more than sixty days nor less than thirty days prior to the sinking fund payment dates for the Term Bonds, the Registrar shall proceed to select for redemption (by lot in such manner as the Registrar may determine) from all Outstanding Term Bonds, a principal amount of the Term Bonds equal to the aggregate principal amount of the Term Bonds redeemable with the required sinking fund payments, and shall call such Term Bonds or portions thereof for redemption from the sinking fund on the next principal payment date, and give notice of such call as provided in Section 304 hereof.

At the option of the City to be exercised by delivery of a written certificate to the Registrar not less than sixty days next preceding any sinking fund redemption date, it may (i) deliver to the Registrar for cancellation Term Bonds, or portions thereof (\$5,000 or any integral multiple thereof) in an aggregate principal amount desired by the City or, (ii) specify a principal amount of Term Bonds, or portions thereof (\$5,000 or any integral multiple thereof) which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and canceled by the Registrar and not theretofore applied as a credit against any sinking fund redemption obligation. Each Term Bond or portions thereof so delivered or previously redeemed shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the City on the sinking fund redemption dates and any excess shall be so credited against future sinking fund redemption obligations in such manner as the City determines. In the event the City shall avail itself of the provisions of clause (i) of the first sentence of this paragraph, the certificate required by the first sentence of this paragraph shall be accompanied by the respective Term Bonds or portions thereof to be canceled or in the event the Bonds are registered in the name of Cede & Co. as provided in Section 307 hereof, the certificate required

by the first sentence of this paragraph shall be accompanied by such direction and evidence of ownership as is satisfactory to The Depository Trust Company.

C. Partial Redemption. If any Bond is in a denomination larger than \$5,000, a portion of such Bond (\$5,000 of principal amount thereof, or any integral thereof) may be redeemed pursuant to subsection A or B hereof, as appropriate, in which case the Registrar, except as provided in Section 307 hereof, shall, without charge to the owner of such Bond, authenticate and issue a replacement Bond or Bonds for the unredeemed portion thereof. In the case of a partial redemption of Bonds of a single maturity pursuant to subsection A or B hereof, the Paying Agent shall select the Bonds to be redeemed by lot at such time as directed by the City (but at least 30 days prior to the redemption date), and if such selection is more than 60 days before a redemption date, shall direct the Registrar to appropriately identify the Bonds so called for redemption by stamping them at the time any Bond so selected for redemption is presented to the Registrar for stamping or for transfer or exchange, or by such other method of identification as is deemed adequate by the Registrar and any Bond or Bonds issued in exchange for, or to replace, any Bond so called for prior redemption shall likewise be stamped or otherwise identified.

Section 304. Redemption Notice. Unless waived by any registered owner of a Bond to be redeemed, notice of prior redemption shall be given by the Registrar, as long as Cede & Co. or the nominee of a successor depository is the registered owner of the Bonds, by electronic mail, and otherwise, by first class, postage prepaid mail, at least 30 days but not more than 60 days prior to the Redemption Date to the registered owner of any Bond all or a part of which is called for prior redemption at his or her address as it last appears on the registration records kept by the Registrar. The notice shall identify the Bonds and state that on such date the principal amount thereof, and premium, if any, thereon will become due and payable at the Paying Agent (accrued interest to the Redemption Date being payable by mail or as otherwise provided in this Ordinance), and that after such Redemption Date interest will cease to accrue. After such notice and presentation of said Bonds, the Bonds called for redemption will be paid. Actual receipt of the notice by any registered owner of Bonds shall not be a condition precedent to redemption of such Bonds. Failure to give such notice by mailing to any registered owner of any Bond designated for redemption, or any defect therein, shall not affect the validity of the proceedings for the redemption of any other Bond. A certificate by the Registrar that notice of

call and redemption has been given as provided in this Section shall be conclusive as against all parties; and no owner whose Bond is called for redemption or any other owner of any Bond may object thereto or may object to the cessation of interest on the Redemption Date on the ground that he failed actually to receive such notice of redemption.

Notwithstanding the provisions of this section, any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Bonds so called for redemption, and that if such funds are not available, such redemption shall be cancelled by written notice to the owners of the Bonds called for redemption in the same manner as the original redemption notice was given.

Section 305. Negotiability. Subject to Section 307 hereof and to the registration provisions herein provided, the Bonds shall be fully negotiable within the meaning of and for the purposes of the Uniform Commercial Code--Investment Securities, and each owner shall possess all rights enjoyed by owners of negotiable instruments under the Uniform Commercial Code--Investment Securities.

Section 306. Registration, Transfer and Exchange of Bonds. Except as otherwise provided in Section 307 hereof:

A. Registration and Transfer. Records for the registration and transfer of the Bonds shall be kept by the Registrar. Upon the surrender for transfer of any Bond at the Registrar, duly endorsed for transfer or accompanied by an assignment in form satisfactory to the Registrar duly executed by the registered owner or his attorney duly authorized in writing, the Registrar shall authenticate and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount or value at maturity, as the case may be, and of the same maturity bearing a number or numbers not previously assigned. Bonds may be exchanged at the Registrar for an equal aggregate principal amount or value at maturity, as the case may be, of Bonds of the same maturity of other authorized denominations, as provided in Section 302 hereof. The Registrar shall authenticate and deliver a Bond or Bonds which the registered owner making the exchange is entitled to receive, bearing a number or numbers not previously assigned. For every exchange or transfer of Bonds requested by the owner thereof, the City or the Registrar may make a sufficient charge to reimburse it for any tax, fee, or other governmental charge required to be paid with respect to such exchange or transfer, and may charge a sum

sufficient to pay the cost of preparing and authenticating each new Bond. No such charge shall be levied in the case of an exchange resulting from an optional or mandatory prior redemption of a Bond.

B. Limitations upon Registration. The Registrar shall not be required to transfer or exchange (i) any Bond subject to redemption during a period beginning at the opening of business 15 days before the day of the mailing by the Registrar of a notice of prior redemption of Bonds and ending at the close of business on the day of such mailing, or (ii) any Bond after the mailing of notice calling such Bond or any portion thereof for redemption as herein provided.

C. Effect of Registration. The person in whose name any Bond shall be registered, in the registration records kept by the Registrar, shall be deemed and regarded as the absolute owner thereof for the purpose of making payments thereof (except to the extent otherwise provided in Section 302 hereof with respect to interest payments) and for all other purposes; 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 limitation 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.

D. Replacement of Bond. If any Bond shall be lost, stolen, destroyed or mutilated, the Registrar shall, upon receipt of such evidence, information or indemnity relating thereto as it, the Registrar, or the City on the behalf and in the name of the City, may reasonably require, and upon payment of all expenses in connection therewith, authenticate and deliver a replacement Bond or Bonds of a like aggregate principal amount and of the same maturity, bearing a number or numbers not previously assigned. If such lost, stolen, destroyed or mutilated Bond shall have matured or shall have been called for redemption, the Registrar may direct that such Bond be paid by the Paying Agent in lieu of replacement.

E. Cancellation of Bond upon Payment or Reissuance. Whenever any Bond shall be surrendered to the Paying Agent upon payment thereof, or to the Registrar for transfer, exchange or replacement as provided herein, such Bond shall be promptly canceled by the Paying Agent or Registrar, and counterparts of a certificate of such cancellation shall be furnished by the Paying Agent or Registrar to the City Treasurer and the City, upon request.

Section 307. Custodial Deposit.

A. Notwithstanding the foregoing provisions of Sections 302 to 306 hereof, the Bonds shall initially be evidenced by one Bond for each year in which the Bonds mature (and bearing interest at the same rate) in denominations equal to the aggregate principal amount of the Bonds maturing in that year, or in the case of Bonds subject to mandatory sinking fund redemption, the Bonds shall initially be evidenced by one Bond for each term in denominations equal to the aggregate principal amount of the Bonds maturing (and bearing interest at the same rate) in that term. Such initially delivered Bonds shall be registered in the name of "Cede & Co." as nominee for The Depository Trust Company, the securities depository for the Bonds. The Bonds may not thereafter be transferred or exchanged except:

1. to any successor of The Depository Trust Company or its nominee, which successor must be both a "clearing corporation" as defined in subsection 3 of NRS Section 104.8102, and a qualified and registered "clearing agency" under Section 17A of the Securities Exchange Act of 1934, as amended; or

2. upon the resignation of The Depository Trust Company or a successor or new depository under clause (1) or this clause (2) of this subsection A, or a determination by the City that The Depository Trust Company or such successor or new depository is no longer able to carry out its functions, and the designation by the City of another depository institution acceptable to the City and to the depository then holding the Bonds, which new depository institution must be both a "clearing corporation" as defined in subsection 3 of NRS Section 104.8102 and a qualified and registered "clearing agency" under Section 17A of the Securities Exchange Act of 1934, as amended, to carry out the functions of The Depository Trust Company or such successor or new depository; or

3. upon the resignation of The Depository Trust Company or a successor or new depository under clause (1) or clause (2) of this subsection A, or a determination of the City that The Depository Trust Company or such successor or new depository is no longer able to carry out its functions, and the failure by the City, after reasonable investigation, to locate another qualified depository institution under clause (2) to carry out such depository functions.

B. In the case of a transfer to a successor of The Depository Trust Company or its nominee as referred to in clause (1) of subsection A hereof or designation of a

new depository pursuant to clause (2) of subsection A hereof, upon receipt of the Bonds by the Registrar, together with written instructions for transfer satisfactory to the Registrar, a new Bond for each maturity of the Bonds then Outstanding shall be issued to such successor or new depository, as the case may be, or its nominee, as is specified in such written transfer instructions. In the case of a resignation or determination under clause (3) of subsection A hereof and the failure after reasonable investigation to locate another qualified depository institution for the Bonds as provided in clause (3) of subsection A hereof, and upon receipt of the Bonds by the Registrar, together with written instructions for transfer satisfactory to the Registrar, new Bonds shall be issued in the denominations of \$5,000 or any integral multiple thereof, as provided in and subject to the limitations of Section 302 hereof, registered in the names of such persons, and in such denominations as are requested in such written transfer instructions; however, the Registrar shall not be required to deliver such new Bonds within a period of less than 60 days from the date of receipt of such written transfer instructions.

C. The City, the Registrar and the Paying Agent shall be entitled to treat the registered owner of any Bond as the absolute owner thereof for all purposes hereof and any applicable laws, notwithstanding any notice to the contrary received by any or all of them and the City, the Registrar and the Paying Agent shall have no responsibility for transmitting payments to the beneficial owners of the Bonds held by The Depository Trust Company or any successor or new depository named pursuant to subsection A hereof.

D. The City, the Registrar and the Paying Agent shall endeavor to cooperate with The Depository Trust Company or any successor or new depository named pursuant to clause (1) or (2) of subsection A hereof in effectuating payment of the Bond Requirements of the Bonds by arranging for payment in such a manner that funds representing such payments are available to the depository on the date they are due.

E. Upon any partial redemption of any maturity of the Bonds, Cede & Co. (or its successor), in its discretion may request the City to issue and authenticate a new Bond or shall make an appropriate notation on the Bond indicating the date and amount of prepayment, except in the case of final maturity, in which case the Bond must be presented to the Paying Agent prior to payment.

Section 308. Execution of Bonds. The Bonds shall be executed as follows:

A. Filings with Secretary of State. Pursuant to the Bond Act and to the act cited as the Uniform Facsimile Signatures of Public Officials Act, cited as chapter 351 of NRS, and prior to the execution of any Bonds by facsimile signature the Mayor, the City Clerk, and the City Treasurer shall each file with the Secretary of State of the State his or her manual signature certified by him or her under oath.

B. Manner of Execution. Each Bond shall be approved, signed and executed in the name of and on behalf of the City with the manual or facsimile of the signature of the Mayor and shall be countersigned and executed with the manual or facsimile of the signature of the City Treasurer and shall be authenticated with the manual or facsimile impression of the official seal of the City and shall be signed, executed, and attested with such a manual or facsimile signature of the City Clerk.

C. Authentication. No Bond shall be valid or obligatory for any purpose unless the certificate of authentication thereon, substantially in the form hereinafter provided has been duly manually executed by the Registrar. The Registrar's certificate of authentication shall be deemed to have been duly executed by it if manually signed by an authorized officer or employee of the Registrar, but it shall not be necessary that the same officer or employee sign the certificate of authentication on all of the Bonds issued hereunder. By authenticating any of the Bonds delivered pursuant to the Ordinance, the Registrar shall be deemed to have assented to all of the provisions of this ordinance.

Section 309. Use of Predecessor's Signature. The Bonds bearing the signatures of the officers in office at the time of the signing thereof shall be the valid and binding obligations of the City, notwithstanding that before the delivery thereof and the payment therefor any or all of the persons whose signatures appear thereon shall have ceased to fill their respective offices. Each of the Mayor, the City Treasurer and City Clerk, at the time of the execution of the Bonds and of a signature certificate pertaining thereto by the Mayor, the City Treasurer and the City Clerk, respectively, may adopt as and for his or her own facsimile signature the facsimile signature of his or her predecessor in office if such facsimile signature appears upon any of the Bonds.

Section 310. Incontestable Recital in Bonds. Pursuant to Section 350.628, Bond Act, each Bond shall recite that it is issued pursuant to the Project Act, to the Bond Act, and to

the Supplemental Bond Act, which recital shall be conclusive evidence of the validity of the Bonds and the regularity of their issuance.

Section 311. State Tax Exemption. Pursuant to Section 350.710, Bond Act, the Bonds, their transfer, and the income therefrom shall forever be and remain free and exempt from taxation by the State or any subdivision thereof, except the tax on estates imposed pursuant to Chapter 375A of NRS and the tax on generation-skipping transfers imposed pursuant to Chapter 375B of NRS.

Section 312. Bond Execution. The Mayor, the City Treasurer and the City Clerk are hereby authorized and directed to prepare and to execute the Bonds as herein provided.

Section 313. Bond Delivery. After such registration of the Bonds by the Treasurer and Registrar pursuant to Section 306 and after their execution and authentication pursuant to Section 308 and other provisions herein supplemental thereto, the City Treasurer shall cause the Bonds to be delivered to the Purchaser thereof, upon payment being made therefor on the terms of the sale of the Bonds.

Section 314. Bond Form. Subject to the provisions of this Ordinance, each Bond shall be in substantially the following form, with such omissions, insertions, endorsements, and variations as to any recitals of fact or other provisions as may be required by the circumstances, be required or permitted by this ordinance, or be consistent with this ordinance and necessary or appropriate to conform to the rules and requirements of any governmental authority or any usage or requirement of law with respect thereto:

(Form of the Bond)

**TRANSFER OF THIS BOND OTHER THAN BY REGISTRATION IS NOT
EFFECTIVE**

**CARSON CITY, NEVADA
GENERAL OBLIGATION (LIMITED TAX)
V&T RECREATION REFUNDING BONDS
(ADDITIONALLY SECURED BY GROSS PLEDGED REVENUES)
SERIES 2013B**

NO. _____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated As Of</u>	<u>CUSIP</u>
_____ % per annum	_____ 1, _____	_____ 1, 2013	_____

REGISTERED OWNER: *CEDE & CO.*****

PRINCIPAL AMOUNT: _____ DOLLARS

Carson City in the State of Nevada (the "City" and the "State", respectively), for value received hereby acknowledges itself to be indebted and promises to pay to the Registered Owner specified above the Principal Amount specified above, on the Maturity Date specified above (unless called for earlier redemption), and to pay interest thereon on June 1 and December 1 of each year commencing on December 1, 2013, at the Interest Rate per annum specified above, until the principal sum is paid or payment has been provided therefor. This Bond will bear interest from the most recent interest payment date to which interest has been paid or provided for, or, if no interest has been paid, from the date of this Bond. The principal of and redemption premium, if any, on this Bond are payable to the Registered Owner hereof upon presentation and surrender hereof at the corporate trust office of Zions First National Bank, as paying agent for the Bonds (the "Paying Agent") or such other office designated by the Paying Agent. Zions First National Bank is also now acting as the City's registrar for the Bonds (the "Registrar"). Interest on this Bond will be paid on each interest payment date (or, if such interest payment date is not a business day, on the next succeeding business day), by check or draft mailed to the person in whose name this Bond is registered (the "Registered Owner") in the registration records of the City maintained by the Registrar and at the address appearing thereon at the close of business on the 15th day of the calendar month next preceding such interest payment date (the "Regular Record Date"). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner hereof at the close of business on a Special Record Date for the payment of any defaulted interest. Such Special Record Date shall be fixed by the Paying Agent for the Bonds whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the Registered Owners of the Bonds of the series of which this is one (the "Bonds") not less than ten days prior thereto. All payments of the principal of, interest on and redemption premiums due in connection with this Bond (the "Bond Requirements") shall be made in lawful money of the United States of America without deduction for the services of the Paying Agent.

Alternative means of payment of interest may be used if mutually agreed to by the registered owner and Paying Agent as provided in the ordinance of the City designated by the short title "2013B V&T Refunding Bond Ordinance" adopted and approved on May 2, 2013 authorizing the issuance of the Bonds (the "Ordinance").

The Bonds are issuable solely as fully registered Bonds in denominations of \$5,000 each or any integral multiple thereof. The Bonds are exchangeable for fully registered Bonds of the same maturity in equal aggregate principal amounts or appreciated principal amounts at maturity and in authorized denominations at the aforesaid office of the Paying Agent and Registrar but only in the manner, subject to the limitations, and on payment of the charges provided in the Ordinance.

The Registrar will not be required to transfer or exchange (i) any Bond subject to redemption during a period beginning at the opening of business 15 days before the day of the mailing by the Registrar of a notice of prior redemption of Bonds and ending at the close of business on the day of such mailing, or (ii) any Bond after the mailing of notice calling such Bond or any portion thereof for prior redemption.

The Bonds shall not be transferable or exchangeable, except as set forth in the Ordinance.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co., or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co., or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

Certain of the Bonds shall be subject to optional or mandatory sinking fund redemption as provided in the Ordinance and the Certificate of the City Finance Director.

In the case of Bonds of a denomination larger than \$5,000, a portion of such Bonds (\$5,000 of the principal amount thereof, or any integral multiple thereof) may be redeemed, in which case the Registrar shall, without charge to the owner of such Bond, authenticate and issue a replacement Bond or Bonds for the unredeemed portion thereof. Redemption shall be made upon not less than thirty (30) days' prior notice as provided in the Ordinance.

Upon any partial prior redemption of this Bond, Cede & Co., in its discretion, may request the Registrar to authenticate a new Bond or shall make an appropriate notation on this Bond indicating the date and amount of prepayment, except in the case of final maturity, in which case this Bond must be presented to the Paying Agent prior to payment.

This Bond must be registered in the name of the Registered Owner as to both principal and interest on the registration records kept by the Registrar in conformity with the provisions stated herein and endorsed hereon and subject to the terms and conditions set forth in the Ordinance. No transfer of this Bond shall be valid unless made on the registration records maintained at the corporate trust office of the Registrar by the Registered Owner or his attorney duly authorized in writing.

The City and the Registrar and Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of making payment (except to the extent otherwise provided hereinabove and in the Ordinance with respect to Regular and Special Record Dates for the payment of interest) and for all other purposes and the City and Paying Agent and Registrar shall be not affected by notice to the contrary.

The Bonds are issued by the City on the behalf and in the name of the City and upon the credit thereof, for the purpose of defraying, wholly or in part, the cost of the Refunding Project (as defined in the Ordinance) under the authority of and full compliance with the Constitution and laws of the State and pursuant to the Ordinance.

It is hereby certified, recited and warranted that the total indebtedness of the City, including that of this Bond, does not exceed any limit of indebtedness prescribed by the Constitution or laws of the State; that provision has been made for the levy and collection of annual general (ad valorem) taxes ("General Taxes") sufficient to pay the Bond Requirements of this Bond when the same become due (except to the extent other moneys are available therefor), subject to the limitations imposed by the Constitution and statutes of the State; and that the full faith and credit of the City are hereby irrevocably pledged to the punctual payment of the Bond Requirements according to the terms of this Bond.

The payment of the Bonds, as to all Bond Requirements, is additionally secured by an irrevocable pledge of Gross Pledged Revenues (as defined in the Ordinance), subject to and after any superior liens upon such Gross Pledged Revenues (or any part thereof) of any superior bonds or superior securities.

Payment of the Bond Requirements due in connection with the Bonds may be made from and as security for such payment there is irrevocably and exclusively pledged, pursuant to the Ordinance, a special account thereby created and identified as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B Pledged Revenues, Interest and Principal Retirement Fund", into which account the City covenants to pay from the Gross Pledged Revenues sums sufficient to pay when due the Bond Requirements of the Bonds, except to the extent other moneys are available therefor.

The Bonds are equitably and ratably secured by a lien on the Gross Pledged Revenues, and the Bonds constitute an irrevocable lien (but not necessarily an exclusive lien) upon the Gross Pledged Revenues, subject to and after any superior liens upon such Gross Pledged Revenues (or any part thereof) of any superior bonds or superior securities. The lien of the Bonds upon the Gross Pledged Revenues is on a parity with the lien on the outstanding

"Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Bonds (Additionally Secured by Pledged Revenues), Series 2003 (the "2003 Bonds"), and any parity bonds or parity securities hereafter issued

Bonds and other securities, in addition to the Bonds and the 2003 Bonds, subject to expressed conditions, may be issued and made payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, having a lien thereon subordinate and junior to the lien or, subject to additional expressed conditions, having a lien thereon superior to or on a parity with the lien of the Bonds and the 2003 Bonds, in accordance with the provisions of the Ordinance.

The City covenants and agrees with the owner of this Bond and with each and every person who may become the owner hereof that it will keep and will perform all of the covenants of the Ordinance.

Reference is made to the Ordinance, and to any and all modifications and amendments thereof, to an act cited in NRS 244A.597 through 244A.655, and all laws amendatory thereof (the "Project Act"), to NRS 268.096 (the "Tax Act") and to a supplemental act cited as NRS 350.500 through 350.720, and all laws amendatory thereof, designated in NRS 350.500 thereof as the Local Government Securities Law, to Chapter 348 of NRS (the "Supplemental Bond Act"), and to all laws supplemental thereto, for an additional description of the nature and extent of the security for the Bonds, the General Taxes, accounts, funds and revenues pledged, the nature and extent and manner of enforcement of the pledge, the rights and remedies of the owners of the Bonds with respect thereto, the terms and conditions upon which the Bonds are issued, and a statement of rights and remedies of the owners of the Bonds.

The Bonds are issued pursuant to the Project Act, the Local Government Securities Law, and the Supplemental Bond Act, and pursuant to NRS 350.628, Local Government Securities Law, this recital is conclusive evidence of the validity of the Bonds and the regularity of their issuance; and pursuant to NRS 350.710, Local Government Securities Law, the Bonds, their transfer, and the income therefrom shall forever be and remain free and exempt from taxation by the State or any subdivision thereof, except the tax on estates imposed pursuant to Chapter 375A of NRS and the tax on generation-skipping transfers imposed pursuant to Chapter 375B of NRS.

To the extent and in the respects permitted by the Ordinance, the provisions of the Ordinance or any instrument amendatory thereof or supplemental thereto may be modified or amended by action of the City taken in the manner and subject to the conditions and exceptions prescribed in the Ordinance. The pledge of revenues and other obligations of the City under the Ordinance may be discharged at or prior to the respective maturities of the Bonds upon the making of provision for the payment thereof on the terms and conditions set forth in the Ordinance.

It is further certified, recited and warranted that all the requirements of law have been fully complied with by the proper officers of the City in the issuance of this Bond; that it is issued pursuant to and in strict conformity with the Constitution and laws of the State,

particularly under the terms and provisions of the Project Act, the Tax Act, the Local Government Securities Law, the Supplemental Bond Act, and all laws supplemental thereto, and with the Ordinance; and that this Bond does not contravene any constitutional or statutory limitation.

No recourse shall be had for the payment of the Bond Requirements of this Bond or for any claim based thereon or otherwise upon the Ordinance or other instrument relating thereto, against any individual member of the Board of Supervisors of the City or any officer or other agent of the City, past, present or future, either directly or indirectly through such Board or the City, or otherwise, whether by virtue of any constitution, statute or rule of law, or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of this Bond and as a part of the consideration of its issuance specially waived and released.

This Bond shall not be valid or obligatory for any purpose until a manual signature of a duly authorized officer of the Registrar has been affixed on the certificate of authentication hereon.

**(Form of Prepayment Panel)

The following installments of principal (or portions thereof) of this Bond have been prepaid by the City, in accordance with the terms of the Ordinance authorizing the issuance of this Bond.

<u>Date of Prepayment</u>	<u>Principal</u>	Signature of Authorized <u>Representative of DTC</u>

(End of Form of Prepayment Panel)**

*(Form of Assignment for Bonds)

For value received, the undersigned hereby sells, assigns and transfer unto _____ the within Bond and hereby irrevocably constitutes and appoints _____ attorney, to transfer the same on the records kept for registration of the within Bond, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Name and address of transferee:

Social Security or other tax
identification number of
transferee:

NOTE: The signature to this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

(End of Form of Assignment for Bonds)*

ARTICLE IV.

USE OF BOND PROCEEDS

Section 401. Disposition of Bond Proceeds. The proceeds of the Bonds upon the receipt thereof at any time or from time to time, shall be accounted for in the following manner and priority and are hereby pledged therefor:

A. Bond Fund. First, there shall be credited to a separate and special account hereby created and to be known as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B Pledged Revenues, Interest and Principal Retirement Fund", all moneys, if any, received as accrued interest on the Bonds from their sale by the City from the last preceding interest payment date of the Bonds, or if none, from the date of the Bonds to the date of their delivery to the Purchaser, to apply to the payment of interest on the Bonds as the same become due after their delivery, in accordance with Section 604 and 606 hereof.

B. Escrow Account. Second, Bond proceeds, or other available monies, in an amount sufficient to effect the refunding of the Refunded Bonds shall be deposited in the "Carson City, Nevada, General Obligation (Limited Tax) Refunding Bonds, Series 2013, Escrow Account" to be held by the Escrow Bank and be used, together with any other moneys therein (including any monies deposited therein from the debt service fund for the Refunded Bonds), to establish any initial cash balance remaining uninvested and to buy the Federal Securities designated in the Escrow Agreement for credit to the Escrow Account, to be used solely for the purpose of paying the Bond Requirements of the Refunded Bonds as provided in the Escrow Agreement.

C. Cost of Issuance Account. Third, the balance remaining after the deposit into the Escrow Account and Bond Fund as provided above shall be set aside in a special account designated as the "Carson City, Nevada General Obligation (Limited Tax) V&T Recreation Refunding Bonds, Series 2013B, Cost of Issuance Account" (the "Cost of Issuance Account"), to be used to pay the incidental costs of the Refunding Project. After all incidental expenses have been paid, any unexpended balance of Bond proceeds (or, unless otherwise required by law, any other moneys) remaining in the Cost of Issuance Account shall be deposited into the Bond Fund for the respective payment of the principal of or interest on the Bonds as the

same become due.

Section 402. Maintenance of Escrow Account.

A. The Escrow Account shall be maintained by the City in an amount at the time of the initial deposit therein and at all times subsequently at least sufficient, together with the known minimum yield to be derived from the initial investment and any temporary reinvestment of the deposits therein or any part thereof in Federal Securities, to pay the interest due in connection with the Refunded Bonds, both accrued and not accrued, as the same become due up to and including the redemption dates for the Refunded Bonds; and to redeem, on such date (as set forth in the Escrow Agreement), the Refunded Bonds then outstanding, in accordance with the ordinance of the Board authorizing the issuance of the Refunded Bonds.

B. Moneys shall be withdrawn by the Escrow Bank from the Escrow Account in sufficient amounts and at such times to permit the payment without default of interest due in connection with the Refunded Bonds, and in accordance with the provisions of the Escrow Agreement, shall cause the notices of defeasance and calls for prior redemption of the then outstanding Refunded Bonds to be effected. Any moneys remaining in the Escrow Account after provision shall have been made for the redemption in full of the Refunded Bonds shall be applied to any lawful purpose of the City as the Board may hereafter determine.

C. If for any reason the amount in the Escrow Account shall at any time be insufficient for its purpose, the City shall forthwith from the first moneys available therefor deposit in such account such additional moneys as shall be necessary to permit the payment in full of the principal, interest and redemption premiums due in connection with the Refunded Bonds as herein provided.

Section 403. Redemption of Refunded Bonds. The City hereby irrevocably elects to call for prior redemption the Refunded Bonds on the redemption date, at the price and premium, if any, all as set forth in the Escrow Agreement. The Registrar for the Refunded Bonds is authorized to give notices of prior redemption and defeasance of the Refunded Bonds in accordance with the terms of the Escrow Agreement, this Ordinance and the ordinance authorizing the issuance of the Refunded Bonds.

Section 404. Prevention of Bond Default. The City Treasurer shall use any Bond proceeds credited to the Costs of Issuance Account without further order or warrant, to pay the Bond Requirements of the Bonds as the same become due whenever and to the extent

moneys in the Bond Fund or otherwise available therefor are insufficient for that purpose, unless the Bond proceeds shall be needed to defray obligations accrued and to accrue under any contracts then existing and relating to the Refunding Project. The City Finance Director shall promptly notify the Board of any such use. Any moneys so used shall be restored to the Costs of Issuance Account from the first Gross Pledged Revenues thereafter received and not needed to meet the requirements provided in Sections 604, 606, and 608 hereof.

Section 405. Completion of Refunding Project. When any amounts in the Costs of Issuance Account are no longer needed to pay the Cost of the Refunding Project, the City Finance Director shall cause to be transferred to the Bond Fund all surplus moneys remaining in the Costs of Issuance Account, if any, except for any moneys designated by the City Finance Director to be retained to pay any unpaid accrued costs or contingent obligations and the sums so transferred shall be applied to the payment of the principal and interest due on the Bonds.

Section 406. Purchaser Not Responsible. The validity of the Bonds shall not be dependent on nor be affected by the validity or regularity of any proceedings relating to the Refunding Project, or any part thereof, or to the completion of the Refunding Project. The Purchaser of the Bonds, any associate thereof, and any subsequent owner of any Bonds shall in no manner be responsible for the application or disposal by the City or by any of its officers, agents and employees of the moneys derived from the sale of the Bonds or of any other moneys herein designated.

Section 407. Revenue Stabilization Account. An amount equal to the amount set forth in the Certificate of the City Finance Director (not to exceed the combined maximum annual principal and interest requirements), derived from funds other than Bond proceeds, shall be deposited into an account known as the "Carson City, Nevada, V&T Recreation Bonds Revenue Stabilization Account" which account is hereby created (the "Revenue Stabilization Account"). Monies in the Revenue Stabilization Account are not pledged for the payment of Bond Requirements of the Bonds and may be used:

A. If there are insufficient monies in the Bond Fund, to pay principal of and interest on the Bonds or any securities issued by the City payable from the Gross Pledged Revenues, the License Tax Pledged Revenues, and/or the V&T Pledged Revenues, as the case may be, superior to, on a parity with, or subordinate to the Bonds; and

B. The Board, in its discretion, by motion or resolution, provides for a withdrawal from the Revenue Stabilization Account.

Section 408. Lien on Bond Proceeds. Until proceeds of the Bonds are applied as hereinabove provided, the Bond proceeds (except Bond proceeds in the Escrow Account) shall be subject to a lien thereon and pledge thereof for the benefit of the owners of the Bonds from time to time as provided in Section 601 hereof.

Section 409. Payment of Bonds. The City covenants and agrees with each and every owner that the City will make the principal and interest payments on the Bonds at the place, on the dates and in the manner specified according to the true intent and meaning hereof.

ARTICLE V.

GENERAL TAXES

Section 501. General Tax Levies. Pursuant to NRS 350.596, the Bond Requirements of the Bonds falling due at any time when there are not on hand sufficient funds from Gross Pledged Revenues or General Taxes to pay same, shall be paid out of the general fund of the City or out of any other funds that may be available for such purpose. For the purpose of repaying any moneys so paid from any such fund or funds (other than any moneys available for the payment of such Bond Requirements on other than a temporary basis) and for the purpose of the payment thereafter of the Bonds and the interest thereon there are hereby created the separate and special accounts known respectively as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, General Tax Principal Account" and as the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, General Tax Interest Account." Pursuant to Sections 350.592 and 350.594, Bond Act, there shall be levied in the calendar year 2013, and annually thereafter, until all of the Bond Requirements shall have been fully paid, satisfied and discharged, a General Tax on all property, both real and personal, subject to taxation within the boundaries of the City fully sufficient to reimburse such accounts for such installments of Bond Requirements, together with the revenue which will result from application of the rate to the net proceeds of minerals, to pay the interest on the Bonds, and to pay and retire the same as hereinabove provided, and after there are made due allowances for probable delinquencies. The proceeds of the annual levies shall be duly credited to such separate accounts for the payment of the Bond Requirements, including any mandatory sinking fund payments pursuant to Section 303B hereof, if any. In the preparation of the annual budget or appropriation resolution or ordinance for the City, the City shall first make proper provisions through the levy of sufficient General Taxes for the payment of the interest on and the retirement of the principal of the bonded indebtedness of the City, including, without limitation, the Bonds, subject to the limitations imposed by NRS 361.453 and Section 2, Article 10, Nevada Constitution, and the amount of money necessary for this purpose shall be a first charge against all legally available revenues received by the City.

Section 502. Priorities for Bonds. As provided in NRS 361.463, in any year in which the total General Taxes levied against the property in the City by all overlapping units within the boundaries of the City may exceed the limitation of \$3.64 on each \$100 of assessed valuation, or a lesser or greater amount fixed by the State board of examiners if the State board of examiners is directed by law to fix a lesser or greater amount for that Fiscal Year as provided in NRS 361.453, and it shall become necessary by reason thereof to reduce the levies made by any and all such units, the reductions so made shall be in General Taxes levied by such unit or units (including, without limitation, the City and the State) for purposes other than the payment of their bonded indebtedness, including interest thereon. The General Taxes levied for the payment of such bonded indebtedness and the interest thereon shall always enjoy a priority over General Taxes levied by each such unit (including, without limitation, the City and the State) for all other purposes where reduction is necessary in order to comply with the limitation of NRS 361.453.

Section 503. Correlation of Levies. Such General Taxes shall be levied and collected in the same manner and at the same time as other General Taxes are levied and collected, and the proceeds thereof for the Bonds shall be kept by the Treasurer in the General Tax Principal Account and in the General Tax Interest Account, which shall be used for no other purpose than the payment of principal of and interest on the Bonds and any other parity securities hereinafter issued in accordance with Section 913 hereof, respectively, as the same fall due.

Section 504. Use of General Fund. Any sums becoming due on the Bonds at any time when there are on hand from such tax levy or levies (and any other available moneys) insufficient funds to pay the same shall be promptly paid when due from general funds on hand belonging to the City, reimbursement to be made for such general funds in the amounts so advanced when the Taxes herein provided for have been collected, pursuant to Section 350.596, Bond Act.

Section 505. Use of Other Funds. Nothing herein prevents the City from applying any funds (other than General Taxes) that may be available for that purpose to the payment of such interest or principal, as the same respectively mature, including, without limitation, the payment of the Bonds as provided in Section 604 and 606 hereof and elsewhere herein, and upon such payments, the levy or levies herein provided may thereupon to that extent be diminished, pursuant to Section 350.598, Bond Act.

Section 506. Legislative Duties. In accordance with NRS 350.592 and 361.463, it shall be the duty of the City annually, at the time and in the manner provided by law for levying other General Taxes of the City, if such action shall be necessary to effectuate the provisions of this Ordinance, to ratify and carry out the provisions hereof with reference to the levy and collection of General Taxes; and the City shall require the officers of the City to levy, extend and collect such General Taxes in the manner provided by law for the purpose of creating funds for the payment of the principal of the Bonds and interest thereon. Such General Taxes when collected shall be kept for and applied only to the payment of the principal of and the interest on the Bonds, as hereinbefore provided.

Section 507. Appropriation of General Taxes. In accordance with Section 350.602, Bond Act, there is hereby specially appropriated the proceeds of the General Taxes to the payment of such principal and interest, and such appropriations shall not be repealed nor the General Taxes postponed or diminished (except as herein otherwise expressly provided) until the principal of and interest on the Bonds, have been wholly paid.

ARTICLE VI.

ADMINISTRATION OF AND ACCOUNTING FOR GROSS PLEDGED REVENUES

Section 601. Pledge Securing Bonds. Subject only to the right of the City to cause amounts to be withdrawn to pay the Cost of the Refunding Project as provided herein, the Gross Pledged Revenues and all moneys and securities paid or to be paid to or held or to be held in any account under this article or under Section 401 hereof, excluding those funds held in the Escrow Account and the Rebate Account, are hereby pledged to secure the payment of the Bond Requirements of the Bonds. This pledge shall be valid and binding from and after the date of the first delivery of any Bonds, and the moneys, as received by the City and hereby pledged, shall immediately be subject to the lien of this pledge without any physical delivery thereof, any filing, or further act, and the lien of this pledge and the obligation to perform the contractual provisions hereby made shall have priority over any or all other obligations and liabilities of the City, except for the Outstanding 2003 Bonds and any Outstanding securities hereafter authorized the liens of which are superior to or on a parity with the lien of the Bonds on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be. The lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City (except as herein otherwise provided) irrespective of whether such parties have notice thereof.

Section 602. Income Fund Deposits.

A. So long as any of the Bonds shall be Outstanding, as to any Bond Requirements, the entire License Tax Pledged Revenues, upon their receipt from time to time by the City, shall continue to be set aside and credited immediately to a special account referred to in Section 602 of the 1997 Ordinance and continued herein, and designated as the "Carson City, Nevada, Recreational Facilities and License Taxes Gross Pledged Revenues Income Fund" (the "License Tax Income Fund").

B. So long as any of the Bonds shall be Outstanding, as to any Bond Requirements, the entire V&T Pledged Revenues, upon their receipt from time to time by the City, shall be set aside and credited immediately to a special account referred to in Section 602 of the 2003 Ordinance and continued herein, and designated as the "Carson City, Nevada, V&T Room Taxes Gross Pledged Revenues Income Fund" (the "V&T Income Fund").

Section 603. Administration of V&T Income Fund. So long as any of the Bonds shall be Outstanding, as to any Bond Requirements, each Fiscal Year the V&T Income Fund shall be administered, and the moneys on deposit therein shall be applied as provided in Sections 604 and 607 through 610 hereof.

Section 604. Payments from V&T Income Fund.

A. First, from any moneys in the V&T Income Fund, i.e., from the V&T Pledged Revenues, there shall be credited to any bond fund created to pay the principal of, interest on and prior redemption premiums, if any, due on any superior bonds or superior securities issued in accordance with the provisions of this Ordinance and payable in whole or in part (and if in part, together with any payments required to be made from the License Tax Income Fund in the amounts and in the order of priority described in the ordinance authorizing the issuance of such superior bonds or superior securities) from the V&T Pledged Revenues:

1. Monthly, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next maturing installment of interest on the superior bonds or superior securities, and monthly thereafter, commencing on each interest payment date, one-sixth of the amount necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source, to pay the next maturing installment of interest on the superior bonds or superior securities then Outstanding.

2. Monthly, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal of the superior bonds or superior securities coming due at maturity or by mandatory sinking fund redemption, and monthly thereafter, commencing on each principal payment date (whether by maturity or by mandatory sinking fund redemption), one-twelfth of the amount necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source, to pay the next installment of principal of the superior bonds or superior securities coming due at maturity or by mandatory sinking fund redemption, or, if any, an amount sufficient to pay the principal of, interest on and any prior redemption premiums due on the Outstanding superior bonds or superior securities.

B. Second, from any moneys in the V&T Income Fund, i.e., from the V&T Pledged Revenues, the following transfers shall be credited to the Bond Fund concurrently with the payments required to be made to the bond fund for the 2003 Bonds:

A. Monthly, commencing on the first day of the month immediately succeeding the delivery of any of the Bonds and any parity securities hereafter issued, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source including, but not limited to, those funds transferred from the License Tax Income Fund pursuant to Section 606B hereof, to pay the next maturing installment of interest on the Bonds then Outstanding.

B. Monthly, commencing on the first day of the month immediately succeeding delivery of any of the Bonds and any parity securities hereafter issued, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source including, but not limited to, those funds transferred from the License Tax Income Fund pursuant to Section 606B hereof, to pay the next installment of principal of the Bonds coming due at maturity or by mandatory sinking fund redemption (including any mandatory sinking fund redemption of the Bonds required pursuant to Section 303B hereof).

Section 605. Administration of License Tax Income Fund. So long as any of the Bonds shall be Outstanding, as to any Bond Requirements, each Fiscal Year the License Tax Income Fund shall be administered, and the moneys on deposit therein shall be applied as described in Sections 606 through 610 hereof.

Section 606. Payments from License Tax Income Fund.

A. First, from any moneys in the License Tax Income Fund, i.e., from the License Tax Pledged Revenues, there shall be credited to any bond fund created to pay the principal of, interest on and prior redemption premiums, if any, due on any superior bonds or superior securities issued in accordance with the provisions of this Ordinance and payable in whole or in part (and if in part, together with any payments required to be made from the V&T Income Fund in the amounts and in the order of priority described in the ordinance authorizing the issuance of such superior bonds or superior securities) from the License Tax Pledged Revenues:

1. Monthly, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next maturing installment of interest on the superior bonds or superior securities, and monthly thereafter, commencing on each interest payment date, one-sixth of the amount necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source, to pay the next maturing installment of interest on the superior bonds or superior securities then Outstanding.

2. Monthly, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor from whatever source, to pay the next installment of principal of the superior bonds or superior securities coming due at maturity or by mandatory sinking fund redemption, and monthly thereafter, commencing on each principal payment date (whether by maturity or by mandatory sinking fund redemption), one-twelfth of the amount necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source, to pay the next installment of principal of the superior bonds or superior securities coming due at maturity or by mandatory sinking fund redemption, or, if any, an amount sufficient to pay the principal of, interest on and any prior redemption premiums due on the Outstanding superior bonds or superior securities.

B. Second, from any moneys in the License Tax Income Fund, to the extent that moneys in the V&T Income Fund are insufficient to make the deposits required by Section 604B hereof, there shall be credited to the Bond Fund concurrently with the payments required to be made to the bond fund for the 2003 Bonds pursuant to the 2003 Bond Ordinance and the bond funds for any other parity securities hereafter adopted authorizing the issuance of parity securities:

A. Monthly, commencing on the first day of the month immediately succeeding the delivery of any of the Bonds and any parity securities hereafter issued, an amount in equal monthly installments necessary, together with any other moneys from time to time available therefor and on deposit therein from whatever source, to pay the next maturing installment of interest on the Bonds then Outstanding.

B. Monthly, commencing on the first day of the month immediately succeeding delivery of any of the Bonds and any parity securities hereafter issued, an amount in equal monthly installments necessary, together with any other moneys from time to

time available therefor and on deposit therein from whatever source, to pay the next installment of principal of the Bonds coming due at maturity or by mandatory sinking fund redemption (including any mandatory sinking fund redemption of the Bonds required pursuant to Section 303B hereof).

Section 607. Termination of Deposits. No payment need be made into the Bond Fund if the amount in the Bond Fund totals a sum at least equal to the entire amount of the Bonds then Outstanding as to all Bond Requirements, to their respective maturities, and both accrued and not accrued, in which case moneys in that account in an amount at least equal to such Bond Requirements shall be used solely to pay such Bond Requirements as the same become due; and any moneys in excess thereof in the Bond Fund and any other moneys derived from the V&T Pledged Revenues and the License Tax Pledged Revenues may be used in any lawful manner determined by the City.

Section 608. Payment of Additional Securities. Subject to the provisions hereinabove in this Article, but either prior to, concurrently with or subsequent to the payments required by Section 604 and 606 hereof, as applicable, as provided in Article VIII hereof, any moneys remaining in the V&T Income Fund and/or the License Tax Income Fund may be used by the City for the payment of Bond Requirements of additional bonds or other additional securities payable from the V&T Pledged Revenues and/or the License Tax Pledged Revenues and hereafter authorized to be issued in accordance with Article VIII hereof and any other provisions herein supplemental thereto, including reasonable reserves for such securities, as the same accrue. The lien of such additional bonds or other additional securities on the V&T Pledged Revenues and the License Tax Pledged Revenues and the pledge thereof for the payment of such additional securities shall be superior to, on a parity with or subordinate to the lien and pledge of the Bonds and the 2003 Bonds as herein provided. Payments for bond and reserve funds for any superior securities shall be made concurrently with the payments for superior securities required by Section 604A or 606A hereof, as applicable. Payments for bond and reserve funds for any additional parity securities shall be made concurrently with the payments for the Bonds required by Section 604B or 606B hereof, but payments for bond and reserve funds for additional subordinate securities shall be made after the payments required by Sections 604, 606, and 609 hereof.

Section 609. Payment of Rebate Subject to the provisions hereinabove in this Article and concurrently with the transfers to any rebate funds for Outstanding parity securities required by the ordinances authorizing the issuance of such parity securities, there shall be transferred into the "Carson City, Nevada, General Obligation (Limited Tax) V&T Recreation Refunding Bonds (Additionally Secured by Gross Pledged Revenues), Series 2013B, Rebate Account," hereby created, after making in full the monthly deposits required by Sections 604, 606, and 608 hereof, but prior to the transfer of any V&T Pledged Revenues or License Tax Revenues to the payment of subordinate securities, such amounts as are required to be deposited therein to meet the City's obligations under the covenant contained in Section 931 hereof, in accordance with Section 148(f) of the Tax Code. Amounts in the Rebate Account shall be used for the purpose of making the payments to the United States required by such covenant and Section 148(f) of the Tax Code. Any amounts in the Rebate Account in excess of those required to be on deposit therein by Section 931 hereof and Section 148(f) of the Tax Code may be withdrawn therefrom and used for any lawful purpose of the City.

Section 610. Use of Remaining Revenues. After the payments hereinabove required to be made by Sections 604 through 609 hereof are made, any remaining License Tax Pledged Revenues in the License Tax Income Fund or V&T Pledged Revenues in the V&T Income Fund, as the case may be, may be used at any time during any Fiscal Year whenever in the Fiscal Year there shall have been credited to the Bond Fund and to each other security fund, if any, for the payment of any other securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, all amounts required to be deposited in those special accounts for such portion of the Fiscal Year, as hereinabove provided in this Article, for any one or any combination of lawful purposes of the City as the City or the Bureau may from time to time determine, including, without limitation, for the Revenue Stabilization Account and for the payment of any Bond Requirements of any bonds or other securities relating to the 1997 Project or the 2003 Project, general obligations or special obligations, and regardless of whether the respective proceedings authorizing or otherwise relating to the issuance of the securities provides for their payment from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be.

ARTICLE VII.

GENERAL ADMINISTRATION

Section 701. Administration of Accounts. The special accounts designated in Articles IV and VI hereof shall be administered as provided in this Article (except for the License Tax Income Fund which shall be maintained as provided in the 1997 Ordinance, the provisions of which are incorporated herein by reference).

Section 702. Places and Times of Deposits. Each of the special accounts hereinabove designated in Articles IV and VI hereof (except for the License Tax Income Fund which shall be maintained as provided in the 1997 Ordinance) shall be maintained as a book account and kept separate from all other accounts as a trust account solely for the purposes herein designated therefor, and the moneys accounted for in such special book accounts shall be deposited in one bank account or more in a commercial bank or commercial banks (except as otherwise expressly stated herein). Nothing herein prevents the commingling of moneys accounted for in any two or more book accounts relating to the 1997 Project or the 2003 Project or any other City accounts in any bank account or any investment in Federal Securities hereunder. Each bank account shall be continuously secured to the fullest extent required or permitted by the laws of the State for the securing of public funds and shall be irrevocable and not withdrawable by anyone for any purpose other than the respective designated purposes. Each periodic payment shall be credited to the proper book account not later than the date therefor herein designated, except that when any such date shall be a Saturday, a Sunday or a legal holiday, then the payment shall be made on or before the next preceding secular day. Notwithstanding any other provision herein to the contrary, moneys sufficient to pay the Bond Requirements then coming due on the Bonds shall be deposited with the Paying Agent at least on the day of each interest payment date herein designated and, in any event, in sufficient time to make timely payment of such Bond Requirements.

Section 703. Investment of Moneys. Any moneys in any account designated in Articles IV and VI hereof (except moneys in the Escrow Account), and not needed for immediate use, may be invested or reinvested in investments which are permitted by the laws of the State and by the insurer of the Bonds, if any ("Permitted Investments").

Section 704. Required and Permissive Investments. There is no obligation to make any investment or reinvestment hereunder, unless any moneys on hand and accounted for

in any one account exceeds \$5,000 and at least \$5,000 therein will not be needed for a period of not less than 60 days. In that event, there shall be invested or reinvested to the extent practicable not less than substantially all the amount which will not be needed during such 60-day period, except for any moneys on deposit in an interest-bearing account in any commercial bank, regardless of whether such moneys are evidenced by a certificate of deposit or otherwise, pursuant to Section 707 hereof. There may be invested or reinvested any moneys on hand at any time as provided in Section 703 hereof even though there is not an obligation to do so.

Section 705. Accounting for Investments. The obligations purchased as an investment or reinvestment of moneys in any such account shall be deemed at all times to be a part of the account and held in trust therefor. Except as herein otherwise provided, any interest or other gain in any account resulting from any such investments and reinvestments and from any deposits of moneys in any commercial bank pursuant to this Article shall be credited to that Fund, and any loss in any account resulting from any such investments and reinvestments and from any such deposits in any commercial bank shall be charged or debited to that Fund. No loss or profit in any account on any investments or reinvestments or any certificates of deposit shall be deemed to take place as a result of fluctuations in the market quotations of the investments, reinvestments or certificates before the sale or maturity thereof. In the computation of the amount in any account for any purpose hereunder, except as herein otherwise expressly provided, obligations and certificates of deposit shall be valued at the cost thereof (including any amount paid as accrued interest at the time of purchase of the obligation) and other bank deposits shall be valued at the amounts deposited, exclusive of any accrued interest or any other gain to the City until such gain is realized. The expenses of purchase, safekeeping, sale and all other expenses incident to any investment or reinvestment of moneys pursuant to this Article shall be accounted for as operation and maintenance expenses of the 1997 Project or the 2003 Project.

Section 706. Redemption or Sale of Investment Securities. The City Treasurer or the Bureau officer having jurisdiction over moneys designated herein, shall present for redemption at maturity or sale on the prevailing market at the best price obtainable any obligations and certificates of deposit so purchased as an investment or reinvestment of moneys in any account whenever it shall be necessary to do so in order to provide moneys to meet any withdrawal, payment or transfer from such account. The City Treasurer and each other officer of

the City and the Bureau shall not be liable or responsible for any loss resulting from any such investment or reinvestment made in accordance with this Ordinance.

Section 707. Character of Funds. The moneys in any account herein authorized shall consist either of lawful money of the United States or Permitted Investments, or both. Moneys deposited in a demand or time deposit account in or evidenced by a certificate of deposit of any commercial bank pursuant to Section 703 hereof, appropriately secured according to the laws of the State, shall be deemed lawful money of the United States.

Section 708. Accelerated Payments. Nothing contained in Article VI hereof prevents the accumulation in any account herein designated of any monetary requirements at a faster rate than the rate or minimum rate provided in Article VI therefor, as the case may be; but no payment shall be so accelerated if such acceleration shall cause the City to default in the payment of any obligation of the City relating to any portion of the Gross Pledged Revenues, the 1997 Project, or the 2003 Project. Nothing contained herein, in connection with the Gross Pledged Revenues received in any Fiscal Year, requires the accumulation in any account for the payment of Bond Requirements due in connection with any series of bonds or other securities payable from any portion of the Gross Pledged Revenues and heretofore, herein or hereafter authorized, in excess of the Bond Requirements required to be accumulated in that Fiscal Year, and of any reserves required to be accumulated and maintained therefor, and of any existing deficiencies, and payable from such account, as the case may be, except as may be otherwise provided in Section 604 or elsewhere herein.

Section 709. Payment of Securities Requirements. The moneys credited to any account designated in Article VI hereof for the payment of the Bond Requirements due in connection with any series of bonds or other securities payable from the Gross Pledged Revenues and heretofore, herein or hereafter authorized shall be used, without requisition, voucher, warrant or further order or authority (other than is contained herein), or any other preliminaries, to pay promptly the Bond Requirements payable from such account as such bonds or other securities become due, upon the respective interest payment dates and Redemption Dates, if any, on which the City is obligated to pay the bonds or other securities, or upon the respective interest payment and maturity dates of such bonds or other securities, as provided therefor herein or otherwise, except to the extent any other moneys are available therefor, including, without limitation, moneys accounted for in the Bond Fund.

Section 710. Payment of Redemption Premiums. Notwithstanding any other provision herein, this Ordinance requires the accumulation in any account designated in Article VI hereof for the payment of any series of bonds or other securities payable from the Gross Pledged Revenues of amounts sufficient to pay not only the principal thereof and interest thereon payable from such account but also the prior redemption premiums due in connection therewith, if any, as the same become due, whenever the City shall have exercised or shall have obligated itself to exercise a prior redemption option relating thereto, except to the extent provision is otherwise made therefor, if any prior redemption premium is due in connection therewith. In that event moneys shall be deposited into such account in due season for the payment of all such Bond Requirements without default as the same become due.

ARTICLE VIII.

SECURITIES LIENS AND ADDITIONAL SECURITIES

Section 801. Lien on the Bonds. The Bonds constitute an irrevocable lien (but not necessarily an exclusive lien) upon the Gross Pledged Revenues, subject to and after any superior liens upon such Pledged Revenues of any superior bonds or superior securities.

Section 802. Equality of Bonds.

A. The Bonds, the 2003 Bonds and any parity securities hereafter authorized to be issued and from time to time Outstanding are equally and ratably secured by a lien on the License Tax Pledged Revenues and shall not be entitled to any priority one over the other in the application of the License Tax Pledged Revenues, regardless of the time or times of the issuance of the Bonds and any other such securities, it being the intention of the City that there shall be no priority among the Bonds, the 2003 Bonds and any such parity securities, regardless of the fact that they may be actually issued and delivered at different times.

B. The Bonds, the 2003 Bonds and any parity securities hereafter authorized to be issued and from time to time Outstanding are equally and ratably secured by a lien on the V&T Pledged Revenues and shall not be entitled to any priority one over the other in the application of the V&T Pledged Revenues, regardless of the time or times of the issuance of the Bonds and any other such securities, it being the intention of the City that there shall be no priority among the Bonds and any such parity securities, regardless of the fact that they may be actually issued and delivered at different times.

Section 803. Issuance of Superior or Parity Securities. Nothing herein, subject to the limitations stated in Sections 806, 812 and 813 hereof, prevents the issuance by the City of additional bonds or other additional securities payable from the License Tax Pledged Revenues and/or the V&T Pledged Revenues and constituting a lien thereon superior to or on a parity with, the lien thereon of the Bonds, nor prevents the issuance of bonds or other securities refunding all or a part of the Bonds (or funding or refunding any other then Outstanding securities payable from the License Tax Pledged Revenues and/or the V&T Pledged Revenues), except as provided in Sections 808 through 812 hereof; but before any such additional superior or parity bonds or other additional parity bonds or securities are authorized or actually issued (excluding any superior or parity refunding securities other than any securities refunding subordinate bonds or other subordinate securities, as permitted in Section 811B hereof):

A. Absence of Default. At the time of the adoption of the supplemental instrument authorizing the issuance of the additional securities, the City shall not be in default in making any payments required by Sections 604, 606, 608 or 609 hereof with respect to any superior or parity securities.

B. Historic Earnings Test.

(i) Bonds Payable from Gross Pledged Revenues. Except as hereinafter otherwise provided, the Gross Pledged Revenues derived in the Fiscal Year immediately preceding the date of the issuance of the additional superior or parity securities shall have been at least sufficient to pay an amount equal to the combined maximum annual principal and interest requirements (to be paid during any one Bond Year) of the Outstanding Bonds and any other Outstanding superior or parity securities of the City and the bonds or other securities proposed to be issued.

(ii) Bonds Payable from License Tax Pledged Revenues. Except as hereinafter otherwise provided herein and in the 1997 Bond Ordinance, the License Tax Pledged Revenues derived in the Fiscal Year immediately preceding the date of the issuance of the additional parity securities shall have been at least sufficient to pay an amount equal to the combined maximum annual principal and interest requirements (to be paid during any one Bond Year) of the Outstanding Bonds and any other Outstanding superior or parity securities of the City and the bonds or other securities proposed to be issued.

(iii) Bonds Payable from V&T Pledged Revenues. Except as hereinafter otherwise provided, the V&T Pledged Revenues derived in the Fiscal Year immediately preceding the date of the issuance of the additional superior or parity securities shall have been at least sufficient to pay an amount equal to the combined maximum annual principal and interest requirements (to be paid during any one Bond Year) of the Outstanding Bonds and any other Outstanding superior or parity securities of the City and the bonds or other securities proposed to be issued.

C. Adjustment of Pledged Revenues. In any computation of such earnings test as to whether or not additional superior or parity securities may be issued as provided in subsection B of this Section, the amount of the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, for the next preceding Fiscal Year shall be decreased and may be increased by the amount of any loss or gain

conservatively estimated by the Independent Accountant making the computations under this Section, by the City Treasurer or the City Finance Director, which loss or gain results from any change in any schedule of the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, which change took effect during the next preceding Fiscal Year or thereafter prior to the issuance of such superior or parity securities, based on the number of taxpayers during such next preceding Fiscal Year as if such modified schedule of Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, shall have been in effect during the entire next preceding Fiscal Year, if such change shall have been made by the City or other legislative body having or purportedly having jurisdiction in the premises before the computation of the designated earnings test but made in the same Fiscal Year as the computation is made or in the next preceding Fiscal Year. Nothing herein shall be construed to permit a reduction in Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, from the rates charged at the time of delivery of the Bonds.

Section 804. Certification of Revenues. A written certification or written opinion by an Independent Accountant, by the City Finance Director or by the City Treasurer, based upon estimates thereby as provided in Section 803C hereof, that the annual revenues when adjusted as hereinabove provided in Section 803C hereof, are sufficient to pay such amounts as provided in Section 803B hereof, shall be conclusively presumed to be accurate in determining the right of the City to authorize, issue, sell and deliver additional bonds or additional securities superior to or on a parity with the Bonds.

Section 805. Subordinate Securities Permitted. Nothing herein, subject to the limitations stated in Sections 812 and 813 hereof, prevents the City from issuing additional bonds or other additional securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, having a lien thereon subordinate, inferior and junior to the lien thereon of the Bonds.

Section 806. Superior Securities Permitted. When the 2003 Bonds are no longer Outstanding (as such term is defined in the 2003 Ordinance), the City may issue superior securities payable from all or a portion of the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues and having a lien thereon prior and superior to the lien

thereon of the Bonds provided the additional superior securities are issued in compliance with Section 803 hereof and are issued as revenue securities and not as general obligation securities.

Section 807. Use of Proceeds. This Ordinance does not limit the use of the proceeds of any additional bonds or other additional securities (other than any funding or refunding securities) payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be.

Section 808. Issuance of Refunding Securities. At any time after the Bonds, or any part thereof, are issued and remain Outstanding, if the City shall find it desirable to refund any Bonds or other Outstanding securities payable from and constituting a lien upon the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, such Bonds or other securities, or any part thereof, may be refunded only if the Bonds or other securities at the time or times of their required surrender for payment shall then mature or shall be then callable for prior redemption for the purpose of refunding them at the City's option upon proper call, unless the owner or owners of all such Bonds or other securities consent to such surrender and payment, regardless of whether the priority of the lien for the payment of the refunding securities on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, is changed (except as provided in Sections 806 and 809 through 813 hereof).

Section 809. Partial Refundings. Any refunding bonds or other refunding securities, unless issued as subordinate securities, shall enjoy complete equality of lien with the portion of any securities of the same issue which is not refunded, if there is any; and the owner or owners of the refunding securities shall be subrogated to all of the rights and privileges enjoyed by the owner or owners of the unrefunded securities of the same issue partially refunded by the refunding securities.

Section 810. Limitations Upon Refundings. Any refunding bonds or other refunding securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, shall be issued with such details as the City may by instrument provide, subject to the provisions of Sections 812 and 813 hereof, and subject to the inclusion of any such rights and privileges designated in Section 809 hereof, but without any impairment of any contractual obligation imposed upon the City by any

proceedings authorizing the issuance of any unrefunded portion of the Outstanding securities of any one or more issues (including, without limitation, the Bonds).

Section 811. Protection of Securities Not Refunded. If only a part of the Outstanding Bonds and other Outstanding securities of any issue or issues payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, is refunded, then such securities may not be refunded without the consent of the owner or owners of the unrefunded portion of such securities:

A. Requirements Not Increased. Unless the refunding securities do not increase for any Bond Year the annual principal and interest requirements evidenced by the refunding securities and by the Outstanding securities not refunded on and before the last maturity date or last Redemption Date, if any, whichever is later, if any, of the unrefunded securities, and unless the lien of any refunding bonds or other refunding securities on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, is not raised to a higher priority than the lien thereon of the bonds or other securities thereby refunded; or

B. Subordinate Lien. Unless the lien on the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, for the payment of the refunding securities is subordinate to each such lien for the payment of any securities not refunded; or

C. Default and Earnings Test. Unless the refunding bonds or other refunding securities are issued in compliance with Section 803 hereof (including subsections A through C thereof) and Section 804 hereof.

Section 812. Payment Dates of Additional Securities. Any additional superior, parity or subordinate bonds or other additional superior, parity, or subordinate securities (including, without limitation, any funding or refunding securities) issued in compliance with the terms hereof shall bear interest payable at the times and shall mature on the dates designated by the City in the supplemental instrument authorizing such securities as provided in Section 814 hereof.

Section 813. Supplemental Instrument. Additional bonds or other additional securities payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, shall be issued only after authorization thereof by a

supplemental instrument of the City stating the purpose or purposes of the issuance of the additional bonds or other additional securities, directing the application of the proceeds thereof to such purpose or purposes, directing the execution thereof, and fixing and determining the date, principal amount, maturity or maturities, designation and numbers thereof, the maximum rate or rates of interest to be borne thereby, any prior redemption privileges of the City with respect thereto and other provisions thereof not in conflict with this Ordinance. All additional bonds or other additional securities shall bear such date, shall bear such numbers and series designation, letters or symbols prefixed to their numbers distinguishing them from each other security, shall be payable at such place or places at such times, may be subject to redemption prior to maturity on such terms and conditions, and shall bear interest at such rate or at such different and varying rates per annum, as may be fixed by instrument or other document of the City.

ARTICLE IX.

MISCELLANEOUS PROTECTIVE COVENANTS

Section 901. General. The City hereby particularly covenants and agrees with the owners of the Bonds and makes provisions which shall be a part of its contract with such owners to the effect and with the purposes set forth in the following provisions and sections of this article.

Section 902. Performance of Duties. The City shall faithfully and punctually perform or cause to be performed all duties with respect to the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, required by the Constitution and laws of the State and the various resolutions, ordinances and other instruments of the City, including, without limitation, the proper segregation of the proceeds of the Bonds and Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, and their application from time to time to the respective accounts provided therefor.

Section 903. Contractual Obligations. The City shall perform all contractual obligations undertaken by it under leases or other agreements and with all Persons.

Section 904. Further Assurances. At any and all times the City or the Bureau, acting by and through the City except when otherwise required by law, shall, so far as it may be authorized by law, pass, make, do, execute, acknowledge, deliver and file or record all and every such further instruments, acts, deeds, conveyances, assignments, transfers, other documents and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming all and singular the rights, the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, and other moneys and accounts hereby pledged or assigned, or which the City, may hereafter become bound to pledge or to assign, or as may be reasonable and required to carry out the purposes of this Ordinance and to comply with the Project Act, the Bond Act and all laws supplemental thereto. The City, the Bureau, or otherwise, shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Gross Pledged Revenues and other moneys and accounts pledged hereunder and all the rights of every owner of any Bonds against all claims and demands of all Persons whomsoever.

Section 905. Conditions Precedent. Upon the date of issuance of any Bonds, all conditions, acts and things required by the Constitution or statutes of the State, including without limitation, the Project Act and the Bond Act, or this Ordinance, to exist, to have happened, and to have been performed precedent to or in the issuance of the Bonds shall exist, have happened, and have been performed; and the Bonds, together with all other obligations of the City, shall not contravene any debt or other limitation prescribed by the State Constitution or statutes.

Section 906. Efficient Operation and Maintenance. The City shall at all times operate the 1997 Project and the 2003 Project properly and in a sound and economical manner; and the City shall maintain, preserve and keep the same properly or cause the same so to be maintained, preserved, and kept, with the appurtenances and every part and parcel thereof in good repair, working order and condition, and shall from time to time make or cause to be made all necessary and proper repairs, replacements and renewals so that at all times the operation of the 1997 Project and the 2003 Project may be properly and advantageously conducted.

Section 907. Rules, Regulations and Other Details. The City, or otherwise, shall establish and enforce reasonable rules and regulations governing the operation, care, repair, maintenance, management, control, occupancy, use and services of the 1997 Project and the 2003 Project. The City shall observe and perform all of the terms and conditions contained in this Ordinance and the Project Act, the Bond Act and all laws supplemental thereto and shall comply with all valid acts, rules, regulations, orders and directives of any legislative, executive, administrative or judicial body applicable to the 1997 Project, the 2003 Project or to the City.

Section 908. Payment of Governmental Charges. The City shall pay or cause to be paid all taxes and assessments or other municipal or governmental charges, if any, lawfully levied or assessed upon or in respect of the 1997 Project and the 2003 Project, or upon any part thereof, or upon any portion of the Gross Pledged Revenues, when the same shall become due, and shall duly observe and comply with all valid requirements of any municipal or governmental authority relative to the 1997 Project, the 2003 Project or any part thereof, except for any period during which the same is being contested in good faith by proper legal proceedings. The City shall not create or suffer to be created any lien or charge upon the 1997 Project or the 2003 Project, or any part thereof, or upon any portion of the Gross Pledged Revenues, except the pledge and lien created by this Ordinance for the payment of the Bond Requirements due in connection with the Bonds, and except as herein otherwise permitted. The City shall pay or

cause to be discharged or shall make adequate provision to satisfy and to discharge, within 60 days after the same shall become payable, all lawful claims and demands for labor, materials, supplies or other objects, which, if unpaid, might by law become a lien upon the 1997 Project or the 2003 Project, or any part thereof, or any portion of the Gross Pledged Revenues; but nothing herein requires the City to pay or to cause to be discharged or to make provision for any such tax, assessment, lien or charge, so long as the validity thereof is contested in good faith and by appropriate legal proceedings.

Section 909. Protective Security. The City, the officers, agents and employees of the City, and the Bureau shall not take any action in such manner or to such extent as might prejudice the security for the payment of the Bond Requirements of the Bonds and any other securities payable from all or a portion of the Gross Pledged Revenues according to the terms thereof. No contract shall be entered into nor any other action taken by which the rights of any owner of any Bond or other security payable from all or a portion of the Gross Pledged Revenues might be prejudicially and materially impaired or diminished.

Section 910. Accumulation of Interest Claims. In order to prevent any accumulation of coupons or claims for interest after maturity, the City shall not directly or indirectly extend or assent to the extension of the time for the payment of any coupon or claim for interest on any of the Bonds or any other securities payable from all or a portion of the Gross Pledged Revenues; and the City shall not directly or indirectly be a party to or approve any arrangements for any such extension or for the purpose of keeping alive any of such coupons or other claims for interest. If the time for the payment of any such coupons or of any other such installment of interest shall be extended in contravention of the foregoing provisions, such coupon or installment or installments of interest after such extension or arrangement shall not be entitled in case of default hereunder to the benefit or the security of this Ordinance, except upon the prior payment in full of the principal of the Bonds of any such other securities then Outstanding and of all matured interest on such securities the payment of which has not been extended.

Section 911. Prompt Payment of Bonds. The City shall promptly pay the Bond Requirements of every Bond issued hereunder and secured hereby at the places, on the dates, and in the manner specified herein and in the Bonds according to the true intent and meaning hereof.

Section 912. Use of Bond Fund. The Bond Fund shall be used solely, and the moneys credited to such account are hereby pledged, for the purpose of paying the Bond Requirements of the Bonds, subject to the provisions concerning surplus moneys in Sections 607, 610 and 1001 hereof.

Section 913. Additional Securities. Any other securities hereafter authorized to be issued and payable from all or a portion of the Gross Pledged Revenues shall not hereafter be issued, unless the additional securities are also issued in conformance with the provisions of Articles VI and VIII hereof.

Section 914. Other Liens. Other than as provided herein, there are no liens or encumbrances of any nature whatsoever on or against the 1997 Project or the 2003 Project, or any part thereof, or on or against all or a portion of the Gross Pledged Revenues derived or to be derived.

Section 915. Corporate Existence. The City shall maintain its corporate identity and existence so long as any of the Bonds remain Outstanding, unless another body corporate and politic by operation of law succeeds to the powers, privileges, rights, liabilities, disabilities, duties and immunities of the City and is obligated by law to fix and collect the Gross Pledged Revenues as herein provided without adversely affecting to any substantial degree at any time the privileges and rights of any owner of any Bond.

Section 916. Disposal of 1997 Project or the 2003 Project Prohibited. Except for the use of the 1997 Project and the 2003 Project and services relating thereto in the normal course of business, neither all nor a substantial part of the 1997 Project or the 2003 Project shall be sold, leased, mortgaged, pledged, encumbered, alienated or otherwise disposed of, until all the Bonds have been paid in full, as to all Bond Requirements, or unless provision has been made therefor, or until the Bonds have otherwise been redeemed, including, without limitation, the termination of the pledge as herein authorized; and the City shall not dispose of its title to the 1997 Project or the 2003 Project or to any useful part thereof, so including any property necessary to the operation and use of the 1997 Project and the lands and interests in lands comprising the sites of the 1997 Project or the 2003 Project, except as provided in Section 917 hereof.

Section 917. Disposal of Property Permitted. The City, at any time or from time to time may sell, exchange, lease or otherwise dispose of any property or any interest therein

constituting a part of the 1997 Project or the 2003 Project which are not useful in the construction, reconstruction or operation thereof, or which shall cease to be necessary for the efficient operation of the 1997 Project or the 2003 Project, or which shall have been replaced by other property of at least equal value, or if the City receives at the time of such disposal a report of an Independent Accountant that the Gross Pledged Revenues for the next preceding Fiscal Year, if adjusted to take into account the disposal of the 1997 Project or the 2003 Project disposed, would be sufficient to meet the City's obligations under Section 924 hereof for such preceding Fiscal Year. Any proceeds of any such sale, exchange, or other disposition received and not used to replace such property so sold or so exchanged or otherwise so disposed of, and any proceeds of any such lease received shall be deposited by the City as Gross Pledged Revenues in the respective Income Fund.

Section 918. Loss from Condemnation. If any part of the 1997 Project or the 2003 Project is taken by the exercise of a power of eminent domain, the amount of any award received by the City as a result of such taking shall be paid into a capital improvement account relating to the 1997 Project or the 2003 Project, as the case may be, for the purposes thereof, or shall be applied to the redemption of the Bonds and any Outstanding superior or parity securities in accordance with the provisions hereof and with the provisions authorizing or otherwise relating to the issuance of any such superior or parity securities at maturity or prior thereto if the authorizing proceedings authorize the redemption of such securities, respectively, or held as a reserve for deposit subsequently into such an account or for such subsequent redemption of such securities or for both such deposit and such redemption, as the City may determine.

Section 919. Competent Management. The City shall employ experienced and competent management personnel for the 1997 Project and the 2003 Project, who shall have full control over the 1997 Project and the 2003 Project and shall operate the 1997 Project and the 2003 Project for the City, subject to the reasonable control and direction of the City.

Section 920. Employment of Operations Consultants. If the City defaults in paying promptly the Bond Requirements of the Bonds and any other securities payable from all or a portion of the Gross Pledged Revenues as the same fall due, or in the keeping of any covenants herein contained, and if such default continues for a period of 60 days, or if the Gross Pledged Revenues, the License Tax Pledged Revenues and the V&T Pledged Revenues, as the case may be, in any Fiscal Year fail to equal at least the amount of the Bond Requirements of the

Bonds and any other securities (including all reserves therefor specified in the authorizing proceedings) payable from the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, in the Bond Year, the City shall retain a firm of competent operations consultants skilled in the operation of such facilities to assist the management of the 1997 Project and the 2003 Project so long as such default continues or so long as the Gross Pledged Revenues, the License Tax Pledged Revenues or the V&T Pledged Revenues, as the case may be, are less than the amount hereinabove designated in this section.

Section 921. Fidelity Bonds. Each official of the City or other individual having custody of any Gross Pledged Revenues or of any other moneys relating to the 1997 Project or the 2003 Project, including, without limitation, Bond proceeds, or responsible for the handling of such moneys, shall be bonded at all times in an amount which the City deems sufficient, which bond shall be conditioned upon the proper application of such funds (but need not necessarily be limited thereto). The costs of each such bond or a reasonably allocated share of the costs of any blanket bond, shall be regarded and paid as operation and maintenance expenses of the 1997 Project or the 2003 Project.

Section 922. Budgets. The City and officials of the City shall annually and at such other times as may be provided by law prepare and adopt a budget relating to the 1997 Project and the 2003 Project.

Section 923. Reasonable and Adequate Charges. While any of the Bonds remain Outstanding and unpaid, the rentals, fees, rates and other charges for the use of or otherwise relating to services rendered by the 1997 Project and the 2003 Project to users thereof shall be reasonable and just, taking into account and consideration public interests and needs, the moneys derived from the License Tax Pledged Revenues and the V&T Pledged Revenues, the cost and value of the 1997 Project and the 2003 Project, the operation and maintenance expenses thereof, the proper and necessary allowances for the depreciation thereof, and the amounts necessary to meet the Bond Requirements of all Bonds and any other securities payable from all or a portion of the Gross Pledged Revenues, including, without limitation, reserves and any replacement funds therefor.

Section 924. Adequacy and Applicability of Charges. There shall be charged against users of the 1997 Project and the 2003 Project (but not necessarily all users thereof) such rentals, fees, rates and other charges as shall be at least adequate to meet the requirements of this

Section and other provisions hereof. Such charges relating to the 1997 Project and the 2003 Project shall be sufficient together with the proceeds of the License Taxes and the V&T Room Tax to produce Gross Pledged Revenues to pay in each Fiscal Year:

A. Principal, Interest and Reserves. An amount equal to the sum of the annual principal and interest requirements on the Bonds and any other securities payable from all or a portion of the Gross Pledged Revenues in the Bond Year and any amounts required to be accumulated from all or a portion of the Gross Pledged Revenues in such Bond Year into any reserves for such securities, and

B. Deficiencies. Any amounts required to meet then existing deficiencies relating to any account relating to all or a portion of the Gross Pledged Revenues or any securities payable therefrom;

but the foregoing rate maintenance covenant is subject to compliance by the City with any legislation of the United States or the State or any regulation or other action taken by the Federal Government or any State agency or public body of the State pursuant to such legislation, in the exercise of the police power thereof for the public welfare, which legislation, regulation or action limits or otherwise inhibits the amounts of fees, rates and other charges due to the City for the use of or otherwise relating to, and all services rendered by, the 1997 Project and the 2003 Project, including, without limitation, increases in the amounts of such charges. All of such Gross Pledged Revenues shall be subject to distribution to the payment of operation and maintenance expenses of the 1997 Project and the 2003 Project and to the payment of the Bond Requirements of all securities payable from all or a portion of the Gross Pledged Revenues, including reasonable reserves therefor, as herein provided.

Section 925. Collection of Gross Pledged Revenues. The City shall cause the Gross Pledged Revenues to be collected as soon as reasonable, shall prescribe and enforce rules and regulations or impose contractual obligations for the payment thereof, to the end that the Gross Pledged Revenues shall be adequate to meet the requirements of this Ordinance and of any other instruments supplemental hereto. If the City is of the opinion that any Gross Pledged Revenues are not being duly collected, fully, promptly or otherwise, the City shall perform all proper acts duly to effect their collection, as heretofore authorized by the Board and as prescribed in NRS 268.460.

Section 926. Prejudicial Modification of Gross Pledged Revenues. The City shall prevent the Board, the Bureau or any other public body in the City from permitting any trade, calling, industry, occupation, profession or business located in the City and now subject to the payment of all or a portion of the Gross Pledged Revenues to avoid the payment of such tax at a later time after the issuance of any of the Bonds; and the City shall prevent the Board from repealing or modifying any or all of the Gross Pledged Revenue in any manner prejudicially and materially affecting the security or pledge for the payment of the Bonds.

Section 927. Costs of Collecting Gross Pledged Revenues. There may be excluded by the City from the Gross Pledged Revenues the reasonable and actual costs of the collection of the Gross Pledged Revenues, not exceeding for any collection period an amount equal to 10% of the gross revenues collected therefrom.

Section 928. Levy of Charges. The City shall continue to establish, fix and levy the rentals, fees, rates and other charges which are required by Section 924 hereof, if such action is necessary therefor.

Section 929. Tax Levies. The City and the Board annually shall levy, or cause to be levied, General Taxes on all taxable property in the City fully sufficient to pay the Bond Requirements of the Bonds (and any other indebtedness or other obligations of the City), except to the extent other revenues are available therefor, including, without limitation, the Gross Pledged Revenues pledged for the payment of the Bonds, as the Bond Requirements accrue, a reasonable allowance being made for delinquent tax collections anticipated at the time of each levy, at the time and in the manner provided by law for levying other Taxes; and the City and the Board shall require the officers of the City to levy, extend, and collect General Taxes in the manner provided by law for the purpose of creating funds for the payment of the Bond Requirements of the Bonds, other indebtedness, or general obligations. General Taxes for the Bonds, when collected, shall be kept for and applied only to the payment of the Bond Requirements of the Bonds, as herein provided.

Section 930. Completion of Project. The City, with the proceeds derived from the sale of the Bonds and any other available moneys, shall proceed to cause the Project to be completed without delay to the best of the City's ability and with due diligence, as herein provided.

Section 931. Tax Covenant. The City covenants for the benefit of the owners of the Bonds that it will not take any action or omit to take any action with respect to the Bonds, the proceeds thereof, any other funds of the City or any facilities financed or refinanced with the proceeds of the Bonds if such action or omission (i) would cause the interest on the Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Tax Code") or (ii) would cause interest on the Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b)(2) of the Tax Code except to the extent such interest is required to be included in the adjusted current earnings adjustment applicable to corporations under Section 56 of the Tax Code in calculating corporate alternative minimum taxable income. The foregoing covenant shall remain in full force and effect notwithstanding the payment in full or defeasance of the Bonds until the date on which all obligations of the City in fulfilling the above covenant under the Tax Code have been met.

Section 932. Continuing Disclosure Undertaking. The City covenants for the benefit of the holders and beneficial owners of the Bonds to comply with the provisions of the final Continuing Disclosure Certificate substantially in the form now on file with the City Clerk, to be executed by the City Finance Director and delivered in connection with the delivery of the Bonds.

ARTICLE X.

MISCELLANEOUS

Section 1001. Defeasance. When all Bond Requirements of any Bond have been duly paid, the pledge and lien and all obligations hereunder as to that Bond shall thereby be discharged and the Bond shall no longer be deemed to be Outstanding within the meaning of this Ordinance. There shall be deemed to be due payment of any Bond or other security when the City has placed in escrow or in trust with a trust bank located within or without the State, an amount sufficient (including the known minimum yield available for such purpose from Federal Securities in which such amount wholly or in part may be initially invested) to meet all Bond Requirements of the Bond or other security, as the same become due to the final maturity of the Bond or other security, or upon any Redemption Date as of which the City shall have exercised or shall have obligated itself to exercise its prior redemption option by a call of the Bond or other security for payment then. The Federal Securities shall become due before the respective times on which the proceeds thereof shall be needed, in accordance with a schedule established and agreed upon between the City and the bank at the time of the creation of the escrow or trust, or the Federal Securities shall be subject to redemption at the option of the owners thereof to assure availability as so needed to meet the schedule. For the purpose of this section "Federal Securities" shall include only Federal Securities which are not callable for redemption prior to their maturities except at the option of the owner thereof.

Section 1002. Delegated Powers. The Mayor, the City Finance Director, the Clerk, the City Treasurer, and other officers and agents of the City hereby are authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including, without limitation:

A. Printing Bonds. The printing of the Bonds, including, without limitation, the printing on each Bond, if applicable, of a statement of insurance pertaining to the Bonds; and

B. Final Certificates. The execution of such certificates as may be reasonably required by the Purchaser, the Registrar, or the Paying Agent, relating, inter alia, to

1. The signing of the Bonds,
2. The tenure and identity of the officials of the City, of the Board and of the City,

3. The delivery of the Bonds and the receipt of the bond purchase price,
4. The exclusion of the interest on the Bonds from gross income for federal income tax purposes,
5. If it is in accordance with fact, the absence of litigation, pending or threatened, affecting the validity therefor,
6. The accuracy and completeness of the statements made in the Official Statement,
7. The Continuing Disclosure Certificate,
8. Any agreement between the City and the Registrar and/or the Paying Agent.

C. Escrow Agreement, Bond Purchase Proposal and Certificate of the Finance Director. The execution by the City Finance Director of the Escrow Agreement, the Bond Purchase Proposal for the purchase of the Bonds between the Purchaser and the City, and the Certificate of the City Finance Director upon the terms and conditions provided herein.

D. Continuing Disclosure Certificate. The execution of the Continuing Disclosure Certificate, substantially in the form as is currently on file with the City Clerk, with such amendments and deletions not inconsistent herewith as are agreed to by the City Finance Director.

Section 1003. Statute of Limitations. No action or suit based upon the Bonds or other obligation of the City shall be commenced after it is barred by any statute of limitations relating thereto. Any trust or fiduciary relationship between the City and the owner of any Bonds or other obligee regarding any such other obligation shall be conclusively presumed to have been repudiated on the maturity date or other due date thereof unless the Bonds are presented for payment or demand for payment of any such other obligation is otherwise made before the expiration of the applicable limitation period. Any moneys from whatever source derived remaining in any account reserved, pledged or otherwise held for the payment of any such obligation, action or suit for the collection of which has been barred, shall revert to the respective Income Fund, unless the City shall otherwise provide by instrument of the City. Nothing herein prevents the payment of any such obligation after any action or suit for its collection has been

barred if the City deems it in the best interests of the public to do so and orders such payment to be made.

Section 1004. Evidence of Ownership Any request, consent or other instrument which this Ordinance may require or may permit to be signed and to be executed by the owner of any Bonds or other securities may be in one or more instruments of similar tenor and shall be signed or shall be executed by each such owner in person or by his attorney appointed in writing. Proof of the execution of any such instrument or of an instrument appointing any such attorney, or the holding by any Person of the securities, shall be sufficient for any purpose of this Ordinance (except as otherwise herein expressly provided) if made in the following manner, but the City may, nevertheless, in its discretion require further or other proof in cases when it deems the same desirable:

A. Proof of Execution. The fact and the date of the execution by any owner of any Bonds or other securities or his attorney of such instrument may be provided by the certificate, which need not be acknowledged or verified, of an officer of a bank or trust company satisfactory to the City Clerk or of and notary public or other officer authorized to take acknowledgments of deeds to be recorded in the state in which he purports to act, that the individual signing such request or other instrument acknowledged to him the execution thereof, or by an affidavit of a witness of such execution, duly sworn to before the notary public or other officer; the authority of the individual or individuals executing any such instrument on behalf of a corporate owner of any securities may be established without further proof if the instrument is signed by an individual purporting to be the president or a vice president of the corporation with a corporate seal affixed and attested by an individual purporting to be its secretary or an assistant secretary; and the authority of any Person or Persons executing any such instrument in any fiduciary or representative capacity may be established without further proof if the instrument is signed by a Person or Persons purporting to act in such fiduciary or representative capacity; and

B. Proof of Ownership. The ownership of any of the Bonds or other securities held by any Persons executing any instrument as a holder of securities, and the numbers, date and other identification thereof, together with the date of his or her holding the securities, shall be proved by the registration books at the City kept by the Registrar.

Section 1005. Warranty upon Issuance of Bonds. Any Bonds authorized as herein provided, when duly executed and delivered for the purpose provided for in this

Ordinance shall constitute a warranty by and on behalf of the City for the benefit of each and every future holder of any of the Bonds that the Bonds have been issued for a valuable consideration in full conformity with law.

Section 1006. Immunities of Purchaser. The Purchaser and any associate thereof are under no obligation to any holder of the Bonds for any action that they may or may not take or in respect of anything that they may or may not do by reason of any information contained in any reports or other documents received by them under the provisions of this Ordinance. The immunities and exemptions from liability of the Purchaser and any associate thereof hereunder extend to their partners, directors, successors, employees and agents.

Section 1007. Police Power. Nothing herein prohibits or otherwise limits or inhibits the exercise by the Federal Government, the State, any agency thereof or any public body thereof, including, without limitation, the City, of the police power, i.e., essential governmental powers for the public welfare. The provisions hereof are subject to any proper exercise hereafter of the police power thereby. The City cannot contract away the police power thereof nor limit or inhibit by contract the proper exercise of the police power thereby, and this Ordinance does not purport to do so.

Section 1008. Replacement of Registrar or Paying Agent. If the Registrar or Paying Agent so appointed shall resign, or if the City shall reasonably determine that it desires to replace the Registrar or Paying Agent, the City may, upon notice mailed to each owner of any Bond at his or her address last shown on the registration records, appoint a successor Registrar or Paying Agent or both. Every such successor Registrar or Paying Agent shall be a trust bank or an officer or employee of the City. It shall not be required that the same institution serve as both Registrar and Paying Agent hereunder, but the City shall have the right to have the same institution serve as both Registrar and Paying Agent hereunder. No resignation or dismissal of the Registrar or the Paying Agent may take effect until a successor is appointed.

Any corporation or association into which the Registrar or Paying Agent may be converted or merged, or with which they may be consolidated, or to which they may sell or transfer their corporate trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer, to which they are a party, shall be and become the successor Registrar or Paying Agent under this Resolution, without the execution or filing of any instrument or any further act, deed,

or conveyance on the part of any of the parties hereto, anything in this Resolution to the contrary notwithstanding.

ARTICLE XI.

PRIVILEGES, RIGHTS AND REMEDIES

Section 1101. Bond Owner's Remedies. Each owner of any Bond issued hereunder shall be entitled to all of the privileges, rights and remedies provided or permitted in the Project Act and the Bond Act, and as otherwise provided or permitted by law or in equity or by other statutes, except as provided in Section 207 through 211 hereof, but subject to the provisions herein concerning the pledge of and the covenants and the other contractual provisions concerning the Gross Pledged Revenues and the proceeds of the Bonds.

Section 1102. Right to Enforce Payment. Nothing in this article affects or impairs the right of any owner of any Bond to enforce the payment of the Bond Requirements due in connection with his Bond or the obligation of the City to pay the Bond Requirements of each Bond to the owner thereof at the time and the place expressed in the Bond.

Section 1103. Events of Default. Each of the following events is hereby declared an "event of default"; provided that breach of the undertakings of the City under the Continuing Disclosure Certificate shall not constitute an event of default under this Ordinance and the rights and remedies provided in this Ordinance in the event of default are not applicable to a breach of the obligation of the City under the Continuing Disclosure Certificate:

A. Nonpayment of Principal and Premium. Payment of the principal of any of the Bonds, or any prior redemption premium due in connection therewith, or both, is not made when the same becomes due and payable, at maturity, on the mandatory redemption dates specified in Section 303B hereof, or by proceedings for optional prior redemption, or otherwise;

B. Nonpayment of Interest. Payment of any installment of interest on the Bonds is not made when the same becomes due and payable;

C. Incapable to Perform. The City for any reason is rendered incapable of fulfilling its obligations hereunder;

D. Nonperformance of Duties. The City fails to carry out and to perform (or in good faith to begin the performance of) all acts and things lawfully required to be carried out or to be performed by it under any contract relating to the Gross Pledged Revenues, the 1997 Project or the 2003 Project, or otherwise, including without limitation, this Ordinance,

and such failure continues for 60 days after receipt of notice from the owners of 10% in principal amount of the Bonds then Outstanding;

E. Failure to Reconstruct. The City discontinues or unreasonably delays or fails to carry out with reasonable dispatch the reconstruction of any part of the 1997 Project or the 2003 Project which is destroyed or damaged and is not promptly repaired or replaced (whether the failure promptly to repair the same is due to impracticality of the repair or replacement or is due to a lack of moneys therefor or for any other reason);

F. Appointment of Receiver. An order or decree is entered by a court of competent jurisdiction with the consent or acquiescence of the City appointing a receiver or receivers for the 1997 Project, the 2003 Project or for all or a portion of the Gross Pledged Revenues and any other moneys subject to the lien to secure the payment of the Bonds, the 1997 Project or the 2003 Project and such moneys, or if an order or decree having been entered without the consent or acquiescence of the City is not vacated or discharged or stayed on appeal within 60 days after entry; and

G. Default of Any Provision. The City makes any default in the due and punctual performance of any other of the representations, covenants, conditions, agreements and other provisions contained in the Bonds or in this Ordinance on its part to be performed, and if the default continues for 60 days after written notice specifying the default and requiring the same to be remedied is given to the City by the owners of 10% in principal of the Bonds then Outstanding.

Section 1104. Remedies for Default. Upon the happening and continuance of any of the events of default, as provided in Section 1103 hereof, then and in every case the owner or owners or not less than 10% in principal amount of the Bonds then Outstanding, including, without limitation, a trustee or trustees therefor, may proceed against the City and its agents, officers and employees to protect and to enforce the rights of any owner of Bonds under this Ordinance by mandamus or by other suit, action or special proceedings in equity or at law, in any court of competent jurisdiction, either for the appointment of a receiver or for the specific performance of any covenant or agreement contained herein or in an award of execution of any power herein granted for the enforcement of any proper, legal or equitable remedy as the owner or owners may deem most effectual to protect and to enforce the rights aforesaid, or thereby to enjoin any act or thing which may be unlawful or in violation of any right of any owner of any

Bond, or to require the City to act as it if were the trustee of an express trust, or any combination of such remedies. All proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all owners of the Bonds and any parity securities then Outstanding.

Section 1105. Receiver's Rights and Privileges. Any receiver appointed in any proceedings to protect the rights of owners hereunder, the consent to any such appointment being hereby expressly granted by the City, may enter and may take possession of 1997 Project and/or the 2003 Project, subject to the rights and privileges of any lessee or other user under any lease or other contract, may operate and maintain the same, may prescribe rentals, fees, rates and other charges, and may collect, receive and apply all Gross Pledged Revenues arising after the appointment of the receiver in the same manner as the City itself might do.

Section 1106. Rights and Privileges Cumulative. The failure of any owner of any Outstanding Bond to proceed in any manner herein provided shall not relieve the City, the City, or any officers, agents or employees thereof of any liability for failure to perform or carry out any duty, obligation or other commitment. Each right or privilege of any owner (or trustee thereof) is in addition and is cumulative to any other right or privilege, and the exercise of any right or privilege by or on behalf of any owner shall not be deemed a waiver of any other right or privilege thereof.

Section 1107. Duties upon Defaults. Upon the happening of any of the events of default as provided in Section 1103 hereof, the City, in addition, shall do and perform all proper acts on behalf of and for the owners of the Bonds to protect and to preserve the security created for the payment of their Bonds and to insure the payment of the Bond Requirements promptly as the same become due. During any period of default, so long as any of the Bonds issued hereunder, as to any Bond Requirements, are Outstanding, except to the extent it may be unlawful to do so, all Gross Pledged Revenues shall be paid into the Bond Fund, or, in the event of securities heretofore and hereafter issued and Outstanding during that period of time on a parity with the Bonds, shall be paid into the bond accounts for all parity securities on an equitable and prorated basis, and used for the purposes therein provided. If the City fails or refuses to proceed as in this Section provided, the owner or owners of not less than 10% in principal amount of the Bonds then Outstanding, after demand in writing, may proceed to protect and to enforce the rights of the owners of the Bonds as hereinabove provided; and to that end any such owners of the Bonds shall be subrogated to all rights of the City under any user agreement,

lease or other contract involving the 1997 Project, the 2003 Project or the Gross Pledged Revenues entered into before the effective date of this Ordinance or thereafter while any of the Bonds are Outstanding.

Section 1108. Duties in Bankruptcy Proceedings. If a lessee or other user of the 1997 Project or the 2003 Project or any Person paying revenues constituting Gross Pledged Revenues proceeds under any laws of the United States relating to bankruptcy, including, without limitation, any action under any law providing for corporate reorganization, it shall be the duty of the City, and its appropriate officers are hereby authorized and directed, to take all necessary steps for the benefit of the owners of the Bonds in such proceedings, including the filing of any claims for unpaid rentals, fees, rates, other charges, and any other payments or otherwise arising from the breach of any of the covenants, terms or conditions of any contract involving the 1997 Project, the 2003 Project or the Gross Pledged Revenues.

Section 1109. Prejudicial Action Unnecessary. Nothing in this article requires the City to proceed as provided therein if the City determines in good faith and without any gross abuse of its discretion that if the City so proceeds it is more likely than not to incur a net loss rather than a net gain, or the action is otherwise likely to affect materially and prejudicially the owners of the Bonds and any Outstanding parity securities.

ARTICLE XII

AMENDMENT OF INSTRUMENT

Section 1201. Privilege of Amendments. This Ordinance may be amended or supplemented by instruments adopted by the City in accordance with the laws of the State, without receipt by the City of any additional consideration, but with the written consent of the insurer of the Bonds, if any, or the owners of 66% in aggregate principal amount of the Bonds authorized by this Ordinance and Outstanding at the time of the adoption of the amendatory or supplemental instrument, excluding, pursuant to paragraph (4) of Section 102B hereof, any Bonds which may then be held or owned for the account of the City, but including such refunding securities as may be issued for the purpose of refunding any of the Bonds if the refunding securities are not owned by the City.

Section 1202. Limitations upon Amendments. No such instrument shall permit without the written consent of all owners of the Bonds adversely and materially affected thereby: Changing Payment. A change in the maturity or in the terms of redemption of the principal of any Bond or any installment of interest thereon; or

B. Reducing Return. A reduction in the principal amount of any Bond, the rate of interest thereon, or any prior redemption premium payable in connection therewith, without the consent of the owner of the Bond; or

C. Prior Lien. The creation of a lien upon or a pledge of revenues ranking prior to the lien or to the pledge created by this Ordinance; or

D. Modifying Any Bond. A reduction of the percentages or otherwise affecting the description of Bonds the consent of the owners of which is required for any modification or amendment; or

E. Priorities between Bonds. The establishment of priorities as between Bonds issued and Outstanding under the provisions of this Ordinance; or

F. Partial Modification. The modifications of or otherwise materially and prejudicially affecting the rights or privileges of the owners of less than all of the Bonds then Outstanding.

Section 1203. Notice of Amendment. Whenever the City proposes to amend or modify this Ordinance under the provisions of this Article, it shall cause notice of the proposed

amendment to be mailed not later than 30 days prior to the date of the proposed enactment of the amendment to:

- A. The insurer of the Bonds, if any,
- B. The Paying Agent,
- C. The Registrar, and
- D. The owner of each of the Bonds then Outstanding.

The notice shall briefly set forth the nature of the proposed amendment and shall state that a copy of the proposed amendatory instrument is on file in the office of the Secretary for public inspection.

Section 1204. Time for Amendment. Whenever at any time within one year from the date of the mailing of such notice, there shall be filed in the office of the City Clerk an instrument or instruments executed by the insurer of the Bonds, if any, or the owners of at least 66% in aggregate principal amount of the Bonds then Outstanding, which instrument or instruments shall refer to the proposed amendatory instrument described in the notice and shall specifically consent to and approve the adoption of the instrument, thereupon, but not otherwise, the City may adopt the amendatory instrument and the instrument shall become effective.

Section 1205. Binding Consent to Amendment. If the insurer of the Bonds, if any, or the owners of at least 66% in aggregate principal amount of the Bonds Outstanding, at the time of the adoption of the amendatory instrument, or the predecessors in title of such owners shall have consented to and approved the adoption thereof as herein provided, no owner of any Bond, whether or not the owner shall have consented to or shall have revoked any consent as in this article provided, shall have any right or interest to object to the adoption of the amendatory instrument or to object to any of the terms or provisions therein contained or to the operation thereof or to enjoin the City from taking any action pursuant to the provisions thereof.

Section 1206. Time Consent Binding. Any consent given by the owner of a Bond pursuant to the provisions of this Article shall be irrevocable for a period of 6 months from the date of the mailing of the notice above provided for in paragraph 2 of Section 1203A hereof, and shall be conclusive and binding upon all future owners of the same Bond during that period.

Section 1207. Unanimous Consent. Notwithstanding anything contained in the foregoing provisions of this Article, the terms and the provisions of this Ordinance or of any instrument amendatory hereof or supplemental hereto and the rights and the obligations of the

City and of the owners of the Bonds hereunder may be modified or amended in any respect upon the adoption by the City and upon the filing with the City Clerk of an instrument to that effect and with the consent of insurer of the Bonds, if any, or the owners of all the Bonds then Outstanding, the consent to be given as provided in Section 1004 hereof; and no notice to owners of Bonds, by mailing, shall be required as provided in Section 1203 hereof, nor shall the time of consent be limited except as may be provided in the consent.

Section 1208. Exclusion of City's Bonds. At the time of any consent or of other action taken under this Article, the City shall furnish to the City Clerk a certificate of the City Treasurer, upon which the City may rely, describing all Bonds to be excluded, for the purpose of consent or of other action or of any calculation of the Bonds provided for in this Article, and the City shall not be entitled with respect to such Bonds to give any consent or to take any other action provided for in this Article, pursuant to Section 103C hereof.

Section 1209. Notation on Bonds. Bonds authenticated and delivered after the effective date of any action taken as in this Article provided may bear a notation by endorsement or otherwise in form approved by the City as to the action; and if any Bond so authenticated and delivered shall bear such notation, then upon demand of the owner of any Bond Outstanding at such effective date and upon presentation of his or her Bond for the purpose at the principal office of the Secretary, suitable notation shall be made on the Bond by the Secretary as to any such action. If the City so determines, new Bonds so modified as in the opinion of the City to conform to such action shall be prepared, authenticated and delivered; and upon demand of the owner of any Bond then Outstanding, shall be exchanged without cost to the owner for Bonds then Outstanding upon surrender of the Bonds.

Section 1210. Proof of Ordinances and Bonds. The fact and date of execution of any instrument under the provisions of this Article, the amount and number of the Bonds held by any Person executing the instrument, and the date of his holding the same may be proved as provided by Section 1004 hereof.

Proposed on April 18, 2013.

Passed on May 2, 2013.

Those Voting Aye:

Those Voting Nay:

Those Absent:

Mayor

(SEAL)

Attest:

City Clerk

This Ordinance shall be in full force and effect from and after May ____, 2013.

STATE OF NEVADA)
) ss.
CARSON CITY)

I, Alan Glover, the duly chosen, qualified and acting City Clerk of Carson City (the "City"), in the State of Nevada, do hereby certify:

1. The foregoing pages constitute a true, correct, complete and compared copy of an ordinance which was introduced at the meeting of the Board of Supervisors (the "Board") on April 18, 2013 and finally adopted and approved on May 2, 2013.

2. The following members of the Board were present and voted on the introduction of the ordinance on April 18, 2013 as follows:

Those Voting Aye:

Those Voting Nay: _____

Those Absent: _____

3. The members of the Board were present at the May 2, 2013 meeting and voted upon the adoption of the ordinance as follows:

Those Voting Aye:

Those Voting Nay: _____

Those Absent: _____

4. The original of the Ordinance has been approved and authenticated by the signatures of the Mayor of the City and myself as Clerk of the City, and sealed with the seal of the City, and has been recorded in the journal of the Board kept for that purpose in my office, which record has been duly signed by such officers and properly sealed.

5. All members of the Board were given due and proper notice of the meetings held on April 18, 2013 and May 2, 2013. Pursuant to NRS 241.020, written notice of

the meetings was given no later than 9:00 a.m. on the third working day before the meetings including in the notice the time, place, location, and agenda of the meeting:

(a) By posting a copy of the notice by 9:00 a.m. at least three working days before the meetings at the principal office of the Board, or if there is no principal office, at the building in which the meeting is to be held, the City's website and at least three (3) other separate, prominent places within the jurisdiction of the Board, to wit:

- (i) Community Center
851 East William
Carson City, Nevada
- (ii) Executive Offices
201 North Carson
Carson City, Nevada
- (iii) Bulletin Board at
Carson City Courthouse
885 East Musser
Carson City, Nevada
- (iv) Carson City Library
900 North Roop
Carson City, Nevada

and

(b) By giving a copy of the notice by 9:00 a.m. no later than three working days before the meetings to each person, if any, who has requested notice of the meetings of the Board in accordance with the provisions of Chapter 241 of NRS.

6. A copy of such notice so given of the meeting of the Board on April 18, 2013 is attached to this certificate as Exhibit A and a copy of the notice so given of the meeting of the Board on May 2, 2013 is attached to this certificate as Exhibit B.

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

IN WITNESS WHEREOF, I have hereunto set my hand on this May 2, 2013.

City Clerk

(SEAL)

EXHIBIT A

(Attach Copy of Notice of April 18, 2013 Meeting)

EXHIBIT B

(Attach Copy of Notice of May 2, 2013 Meeting)

EXHIBIT C

(Attach Affidavit of Publication of Notice of Deposit of the Bond Ordinance)

EXHIBIT D

(Attach Affidavit of Publication of Adoption of Bond Ordinance)