

ORDINANCE NO. 3223

**AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE
CITY OF NORTH LAS VEGAS, NEVADA, OF ITS
GENERAL OBLIGATION (LIMITED TAX) WATER AND WASTEWATER
RECLAMATION SYSTEM REFUNDING BONDS
(ADDITIONALLY SECURED BY PLEDGED REVENUES),
SERIES 2024B; AND PROVIDING OTHER MATTERS RELATED THERETO.**

WHEREAS, the City of North Las Vegas in the County of Clark and State of Nevada (the "City," the "County" and the "State," respectively) is a political subdivision of the State a body corporate and a city duly organized as a city under the provisions of Nevada Revised Statutes ("NRS") chapter 268 and an act entitled "AN ACT incorporating the City of North Las Vegas in Clark County, Nevada, and defining the boundaries thereof, under a new charter; and providing other matters properly relating thereto," cited as chapter 573, Statutes of Nevada, 1971, as amended (the "Charter"); and

WHEREAS, the City now owns and operates a municipal water system (the "Water System") and a municipal sanitary sewer system (the "Sewer System"; the Water System and the Sewer System are herein collectively designated as the "Municipal Utility System"); and

WHEREAS, pursuant to NRS 268.672 through 268.740, inclusive (the "City Bond Law"), Sections 7.030 and 2.270 of the Charter and NRS chapter 350 and all laws amendatory thereof, which includes the Local Government Securities Laws, being NRS 350.500 through 350.720, and all laws amendatory thereof (the "Bond Act"), the City Council of the City (the "Council" or "Governing Body") is authorized to borrow money and to issue general obligation bonds of the City for the purpose of defraying wholly or in part the cost to refund a portion of the outstanding City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Improvement Bonds (Additionally Secured by Pledged Revenues) Series 2010A (Taxable Direct Pay Build America Bonds) (the "2010 Bonds") for interest rate savings and to effect other economies (the "Project"); and

WHEREAS, the City intends to hereby authorize the issuance of its City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues) Series 2024B or such other series designation (the "Bonds") in the aggregate principal amount (not to exceed \$100,000,000) necessary to effect the refunding of a portion of the 2010 Bonds (the "2010 Refunded Bonds") designated in the Bond Purchase Agreement (the "Bond Purchase Agreement") to be dated on or before the date of delivery of the Bonds relating to the sale of the Bonds between the City and Wells Fargo Bank, National Association (the "Purchaser") for the purpose of financing a portion of the costs of the

Project which includes the refunding of the 2010 Refunded Bonds, and paying the costs of issuance of the Bonds; and

WHEREAS, the City Manager, as the chief administrative officer of the City, or the Chief Financial Officer, as the chief financial officer of the City, is hereby authorized to accept a negotiated offer to purchase the Bonds from the Purchaser, and either such officer is hereby authorized to accept a binding offer for the Bonds, the Bonds to bear interest at the rates per annum provided in the Bond Purchase Agreement, at a price equal to the principal amount thereof plus accrued interest to the date of delivery of the Bonds plus a premium of any amount or less a discount not to exceed 9 percent of the principal amount of the Bonds, all as specified in the Bond Purchase Agreement, 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 a negotiated offer for the Bonds is accepted;

WHEREAS, with respect to the Bonds, pursuant to NRS 350.155(2), NRS 350.155(3) and 350.155(4), a certificate of the chief administrative officer of the City and a report of the City's financial advisor have been submitted to the Council and are attached hereto as Exhibit E and are hereby approved; and

WHEREAS, City has previously issued the following:

1. The 2010 Bonds;
2. The City of North Las Vegas, Nevada, General Obligation (Limited Tax) Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2017A (the "2017A Bond");
3. The City of North Las Vegas, Nevada, General Obligation (Limited Tax) Wastewater Reclamation System Bonds (Additionally Secured by Pledged Revenues), Series 2018B (the "2018B Bond");
4. The City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water Bonds (Additionally Secured by Pledged Revenues), Series 2018C (the "2018C Bond");
5. The City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water Bond (Additionally Secured by Pledged Revenues), Series 2018D (the "2018D Bond"); and
6. The City of North Las Vegas, Nevada, General Obligation (Limited Tax) Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2019 (the "2019 Bonds"); and

WHEREAS, the 2010 Bonds are subject to extraordinary optional redemption upon the occurrence of and "Extraordinary Event" (as defined in the ordinance authorizing the issuance of the 2010 Bonds) in whole or in part at any time from any maturities selected by the City and by lot within a maturity at the "Extraordinary Redemption Price" (as defined in the ordinance authorizing the issuance of the 2010 Bonds); and

WHEREAS, the Council has determined to refund the portions of the 2010 Refunded Bonds designated in the Bond Purchase Agreement to be executed by the City Manager or the City Chief Financial Officer on or before the date of issuance of the Bonds and to conditionally call the 2010 Refunded Bonds for redemption on the date designated in the Bond Purchase Agreement; and

WHEREAS, the Council has considered, has further determined and declares:

(a) Each of the limitations in the Charter, the City Bond Law, the Bond Act and the acts and ordinances supplemental thereto, has been met; and pursuant to NRS 350.708, this determination of the Council that the limitations therein upon the issuance of the Bonds thereunder have been met shall be conclusive in the absence of fraud or arbitrary and gross abuse of discretion;

(b) The Bonds will otherwise be issued in strict compliance with the Charter, the City Bond Law, the Bond Act, this Ordinance and all other acts, ordinances and resolutions supplemental thereto;

(c) It is in the best interests of the City to issue the Bonds herein authorized, to sell the Bonds to the Purchaser in accordance with the terms hereof and of the Bond Purchase Agreement; and

(d) 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); and

WHEREAS, there are on file with the City Treasurer: (i) the proposed form of Continuing Disclosure Certificate relating to the Bond; (ii) the proposed form of Preliminary Official Statement (the "Preliminary Official Statement") relating to the Bonds; and (iii) the proposed form of Bond Purchase Agreement.

NOW THEREFORE, THE CITY COUNCIL OF THE CITY OF NORTH LAS VEGAS DOES ORDAIN:

SECTION 1. SHORT TITLE. This Ordinance shall be known and may be cited as the "2024B Water and Wastewater Reclamation System Refunding Bond Ordinance."

SECTION 2. DEFINITIONS. The terms in this section and in the preambles hereof 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 on and in said preambles as set forth below. Other capitalized terms used herein shall have the meanings given to such terms in the text hereof, except where the context by clear implication otherwise requires.

"Bond Purchase Agreement" means the Bond Purchase Agreement between the City and the Purchaser for the initial purchase of the Bonds.

"Bond Requirements" means the principal of, the interest on and any prior redemption premiums due in connection with the Bonds, Superior Securities or Parity Securities, as appropriate, as such principal, interest and premiums become due at maturity or on a Redemption Date, or otherwise.

"Bond Year" means the 12-month period commencing on July 1 of a calendar year and ending on June 30 of the following calendar year.

"Commercial Bank" means a state or national bank or trust company which is a member of the Federal Deposit Insurance Corporation.

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

a. Preliminary expenses advanced by the City from money available for use therefor, or advanced by the Federal Government, or from any other source, with the approval of the Council;

b. The costs in the making of surveys, audits, preliminary plans, other plans, specifications, estimates of costs and other preliminaries;

c. The costs of premiums on builders' risk insurance and performance bonds, or a reasonably allocable share thereof;

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

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

f. The costs of contingencies;

g. The costs of the capitalization with the proceeds of the Bonds or other securities relating to the Project of any operation and maintenance expenses appertaining to the Project and of any interest on the Bonds or other securities relating to the Project for any period not exceeding the period estimated by the Council to effect the Project plus one year, of any discount on the Bonds or such other securities, and of any reserves for the payment of the principal of and interest on the Bonds or such other securities, of any replacement expenses, and of any other cost of the issuance of the Bonds or such other securities;

h. The costs of amending any ordinance or other instrument authorizing the issuance of or otherwise appertaining to outstanding bonds or other securities of the City;

i. The costs of funding any medium-term obligations, construction loans and other temporary loans of not exceeding ten years appertaining to the Project and of the incidental expenses incurred in connection with such loans;

j. The costs of any properties, rights, easements or other interests in properties, or any licenses, privileges, agreements and franchises;

k. The costs of demolishing, removing or relocating any buildings, structures or other facilities on land acquired for the Project, and of acquiring lands to which such buildings, structures or other facilities may be moved or relocated;

l. The administrative expenses and issuance costs of Bonds; and

m. All other expenses necessary or desirable and appertaining to the Project, as estimated or otherwise ascertained by the Council including rebates to the United States under Section 148 of the Tax Code.

"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 notification, if any.

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

"Gross Revenues" means all income and revenues derived directly or indirectly by the City from the operation and use and otherwise pertaining to the Municipal Utility System or any part thereof, whether resulting from repairs, enlargements, extensions, betterments or other improvements to the Municipal Utility System, or otherwise, and includes all revenues received by the City from the Municipal Utility System, including, without limitation, all fees, rates, and other charges for the use of the Municipal Utility System, or for any service rendered by the City in the operation thereof, directly or indirectly, the availability of any such service or the sale or other disposal of any commodity derived therefrom, but excluding any moneys borrowed and used for the acquisition of capital improvements and any moneys received as grants, appropriations or gifts from the United States, the State or other sources, the use of which is limited by the grantor or donor to the construction of capital improvements for the Municipal Utility System, except to the extent any such moneys shall be received as payments for the use of the Municipal Utility System, services rendered thereby, the availability of any such service or the disposal of any such commodities. "Gross Revenues" shall also include all income or other gain from the investment of such income and revenues and of the proceeds of securities payable from Gross Revenues or Net Revenues.

"Municipal Utility System" means the Water System and Sewer System of the City, consisting of all properties, real, personal, mixed or otherwise, now owned or hereafter acquired by the City through purchase, construction or otherwise, and used in connection with such system of the City, and in any way pertaining thereto, whether or not located within or without or both within and without the boundaries of the City, including, without limitation, machinery, apparatus, structures, buildings and related or appurtenant furniture, fixtures and other equipment, as such system is from time to time extended, bettered or otherwise improved, or any combination thereof.

"Net Revenues" means the Gross Revenues remaining after the deduction of Operation and Maintenance Expenses.

"Operation and Maintenance Expenses" means all reasonable and necessary current expenses of the City, paid or accrued, of operating, maintaining and repairing the Municipal Utility System, including, without limitation:

a. engineering, auditing, reporting, legal and other overhead expenses relating to the administration, operation and maintenance of the Municipal Utility System;

b. fidelity bond and property and liability insurance premiums pertaining to the Municipal Utility System or a reasonably allocable share of a premium of any blanket bond or policy pertaining to the Municipal Utility System;

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 such premiums which would otherwise be required for such insurance;

d. any general taxes, assessments, excise taxes or other charges which may be lawfully imposed upon the City, the Municipal Utility System, revenues therefrom or the City's income from or operations of any properties under its control and pertaining to the Municipal Utility System, or any privilege in connection with the Municipal Utility System or its operations;

e. the reasonable charges of any Paying Agent or Registrar and any depository bank pertaining to the Bonds or any other securities payable from Gross Revenues or otherwise pertaining to the Municipal Utility System;

f. contractual services, professional services, salaries, other administrative expenses and costs of materials, supplies, repairs and labor pertaining to the Municipal Utility System or to the issuance of the Bonds, or any other securities relating to the Municipal Utility System, including, without limitation, the expenses and compensation of any receiver or other fiduciary under the Bond Act;

g. the costs incurred by the Council in the collection and any refunds of all or any part of Gross Revenues;

h. any costs of utility services furnished to the Municipal Utility System;

i. any lawful refunds of any Gross Revenues; and

j. all other administrative, general and commercial expenses pertaining to the Municipal Utility System;

but excluding:

i. any allowance for depreciation;

ii. any costs of extensions, enlargements, betterments and other improvements, or any combination thereof;

iii. any reserves for major capital replacements, other than normal repairs;

iv. any reserves for operation, maintenance or repair of the Municipal Utility System;

v. any allowance for the redemption of any Bond or other security or the payment of any interest thereon or any prior redemption premium due in connection therewith;

vi. any liabilities incurred in the acquisition or improvement of any properties comprising any project or any existing facilities, or any combination thereof, pertaining to the Municipal Utility System, or otherwise; and

vii. any liabilities imposed on the City for any grounds of legal liability not based on contract, including, without limitation, negligence in the operation of the Municipal Utility System; and

viii. amounts transferred to the City's general fund as payments in lieu of taxes.

"Outstanding" when used with reference to the Bonds or any other designated securities payable from Net Revenues and as of any particular date means all of the Bonds in any manner theretofore and thereupon being executed and delivered:

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

b. Except any Bond or other security for the payment or the redemption of which moneys at least equal to its Bond Requirements to the date of maturity or to any Redemption Date shall have theretofore been deposited with a Trust Bank in escrow or in trust for that purpose, as provided in Section 55 hereof; and

c. 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.

"Parity Securities" means securities of the City pertaining to the Municipal Utility System and payable from and secured by Net Revenues on a parity with the Bonds, to the extent issued in accordance with the terms, conditions and limitations hereof and, where the context requires, also includes the Prior Bonds (as defined in Section 36 hereof).

"Paying Agent" means The Bank of New York Mellon Trust Company, N.A. or any successor thereto 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.

"Purchaser" means the Wells Fargo Bank, National Association, as the initial purchaser of the Bonds.

"Redemption Date" means a date fixed for the prepayment prior to their respective maturities of any Bonds or other designated securities payable from any Net Revenues in any notice of prepayment or otherwise fixed and designated by the City Manager or the Chief Financial Officer.

"Redemption Price" means, when used with respect to a Bond or other designated security payable from any Net Revenues, the principal amount thereof plus accrued interest thereon to the Redemption Date 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.

"Registrar" means The Bank of New York Mellon Trust Company, N.A. or any successor thereto as registrar for the Bonds.

"Subordinate Securities" means securities of the City pertaining to the Municipal Utility System and payable from and secured by Net Revenues subordinate and junior to the pledge thereof to the Bonds, to the extent issued in accordance with the terms, conditions and limitations hereof.

"Superior Securities" means the 2010 Bonds securities of the City pertaining to the Municipal Utility System and payable from and secured by Net Revenues superior and prior to the pledge thereof to the Bonds, to the extent issued in accordance with the terms, conditions and limitations hereof.

"Tax Code" means the Internal Revenue Code of 1986, as amended to the date of delivery of the Bonds.

"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 Federal Reserve Bank.

Other capitalized terms used herein shall have the meanings given to such terms in the text hereof, except where the context by clear implication otherwise requires.

SECTION 3. SALE OF BONDS; APPROVAL OF BOND PURCHASE AGREEMENT; Authorization of Use of Preliminary Official Statement and Final Official Statement. The sale of the Bonds to the Purchaser on the terms provided herein and in accordance with the Bond Purchase Agreement, to be executed by the City Manager or the Chief Financial Officer of the City, on behalf of the City is hereby approved. The form, terms and provisions of the Bond Purchase Agreement substantially in the form as is currently on file with the City Treasurer, with such amendments agreed to by the City Manager or the Chief Financial Officer of the City, and the execution by the City Manager or the Chief Financial Officer of the City shall be conclusive evidence of such agreement, not inconsistent with the provisions of this Ordinance is hereby ratified, approved and confirmed. The City hereby authorizes, ratifies, and confirms the distribution, use of and execution of the Preliminary Official Statement and 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 Manager by such officer's execution of the Final Official Statement, is hereby authorized. The City Manager is authorized to deem the Preliminary Official Statement to be "final" for the purposes of Rule 15c2-12 of the United States Securities Exchange Commission.

SECTION 4. RATIFICATION. All action heretofore taken by the Council and the officers of the City directed toward the Project and toward the issuance, sale and delivery of the Bonds is hereby ratified, approved and confirmed.

SECTION 5. ESTIMATED LIFE OF FACILITIES. The Council, on behalf of the City, has determined and does hereby declare that the estimated life or estimated period of usefulness of the Project to be refinanced with the Bonds is not less than the term of the Bonds from the date of delivery of the Bonds to final maturity.

SECTION 6. NECESSITY OF PROJECT AND BONDS. It is necessary and in the best interests of the Council, its officers, and the inhabitants of the City, that the City effect the Project and defray wholly or in part the cost thereof by the issuance of the Bonds therefor; and it is hereby so determined and declared.

SECTION 7. AUTHORIZATION OF PROJECT. The Council hereby authorizes the Project.

SECTION 8. ORDINANCE TO CONSTITUTE CONTRACT. In consideration of the purchase and the acceptance of the Bonds by those who shall own the same from time to time, the provisions hereof shall be deemed to be and shall constitute a contract between the City and the registered owners from time to time of the Bonds.

SECTION 9. BONDS EQUALLY SECURED. The covenants and agreements herein set forth to be performed shall be for the equal benefit, protection and security of the owners of any and all of the Outstanding 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 except as otherwise expressly provided in or pursuant to this Ordinance.

SECTION 10. GENERAL OBLIGATIONS. All of the Bonds, as to the principal thereof, the interest thereon and any prior redemption premiums due in connection therewith (the "Bond Requirements"), shall constitute general obligations of the City, which hereby pledges its full faith and credit for their payment. So far as possible, Bond Requirements shall be paid from Net Revenues of the Municipal Utility System of which the Project is a part. However, the Bonds as to all Bond Requirements shall also be payable from the General Taxes (except to the extent that other moneys such as Net Revenues are available therefor) as herein provided. Subject only to the provisions of this Ordinance permitting the application thereof for or to the purposes and on the terms and conditions set forth herein, 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 Revenues subordinate to the pledge thereon of the Superior Securities and on a parity with the pledge thereon of the other outstanding Parity Securities (subject to the application of Gross Revenues as provided in the ordinances authorizing the issuance of Superior Securities, in this Ordinance and in the ordinances authorizing the issuance of the other outstanding Parity Securities).

SECTION 11. LIMITATIONS UPON SECURITY. The payment of the Bonds is not secured by an encumbrance, mortgage or other pledge of property of the City, except for the proceeds of General Taxes and any other moneys pledged for the payment of the Bonds. No property of the City, subject to such exception, shall be liable to be forfeited or taken in payment of the Bonds.

SECTION 12. 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 or any other instrument relating thereto, against any individual member of the Council or any officer or other agent of the Council or City, past, present or future, either directly or indirectly through the Council 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 the Bonds and as a part of the consideration of their issuance specially waived and released.

SECTION 13. AUTHORIZATION OF BONDS. For the purpose of providing funds to pay all or a portion of the Cost of the Project, the City shall issue its "City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2024B", in the aggregate principal amount designated in the Bond Purchase Agreement. To the extent that the Bonds are delivered in a calendar year other than 2024, the series designation of the Bonds shall reflect the calendar year of the date of delivery. The Bonds shall be in the form substantially as set forth in Section 24 hereof.

SECTION 14. BOND DETAILS. A. The Bonds shall be issued in fully registered form, i.e., registered as to both principal and interest, in compliance with Section 149 of the Tax Code, and the regulations of the Secretary of the Treasury thereunder. The Bonds shall be dated initially as of the date of delivery thereof to the Underwriters, and except as otherwise provided in Section 17 hereof, shall be issued in denominations of \$5,000 or any integral multiple thereof (provided that no Bond may be in a denomination which exceeds the principal coming due on any maturity date, and no individual Bond will be issued with more than one maturity). The Bonds shall bear interest (calculated on the basis of a 360 day year consisting of twelve 30 day months) from their date until their respective maturity dates (or, if redeemed prior to maturity as provided below, their redemption dates) at the respective rates set forth in the Bond Purchase Agreement, and payable semiannually on June 1 and December 1 of each year commencing on the earlier of: (i) June 1, 2025, or (ii) the June 1 and December 1 which is at least 6 months following the date of delivery of the Bonds; provided that those Bonds which are reissued upon transfer, exchange or other replacement shall bear interest at the rates set forth in the Bond Purchase Agreement from the most recent interest payment date to which interest has been paid, or if no interest has been paid, from the date of the Bonds. The Bonds shall mature on the designated dates in the amounts of principal, as designated in the Bond Purchase Agreement. The principal of any Bond shall be payable

to the owner thereof as shown on the registration records kept by the Registrar, upon maturity and upon presentation and surrender at the office 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 such Bond until the principal thereof is paid in full.

Except as otherwise provided in Section 17 hereof, payment of interest on any Bond shall be made to the owner thereof by electronic transfer, 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 owner thereof, at his or her address as shown on the registration records kept by the Registrar as of the close of business on the fifteenth day of the calendar month next preceding each interest payment date (other than a special interest payment date hereafter fixed for payment of defaulted interest) (the "Regular Record Date"); but any such interest not so timely paid or duly provided for shall cease to be payable to the owner thereof as shown on the registration records of the Registrar as of the close of business on the Regular Record Date and shall be payable to the owner thereof, at his or her address, as shown on the registration records of the Registrar as of the close of business on a date fixed to determine the names and addresses of owners for the purpose of paying defaulted interest (the "Special Record Date"). Such Special Record Date and the date for payment of defaulted interest shall be fixed by the Registrar whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date and the date for payment of defaulted interest shall be given to the owners of the Bonds not less than ten days prior thereto by first-class mail to each such owner as shown on the Registrar's registration records as of 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 to between the owner of such Bond and the Paying Agent. All such payments of principal and interest shall be made in lawful money of the United States of America without deduction for any service charges of the Paying Agent or Registrar.

SECTION 15. PRIOR REDEMPTION OR PREPAYMENT OPTION.

A. Optional Redemption or Prepayment. Bonds, or portions thereof (\$5,000 or any integral multiple), maturing on and after the date designated in the Bond Purchase Agreement, may be subject to redemption prior to their respective maturities, at the option of the City and directed by the Treasurer, on and after the date designated in the Bond Purchase Agreement, in whole or in part at any time from any maturities selected by the Treasurer and by lot within a maturity (giving proportionate weight to Bonds in denominations larger than \$5,000), at a price equal to the principal amount of each Bond, or portion thereof, so redeemed, and the accrued interest thereon to the Redemption Date plus a premium, in the amount designated, and if so provided, in the Bond Purchase Agreement.

B. Mandatory Redemption. The Bonds maturing on the dates specified in the Bond Purchase Agreement, if any (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 Term Bonds, there shall be deposited into the Bond Fund on or before the dates set forth in the Bond Purchase Agreement, a sum which, together with other moneys available therein, is sufficient to redeem on the years and the principal amounts of Term Bonds as set forth in the Bond Purchase Agreement.

Term Bonds being redeemed in part will be selected by lot in such manner as the Registrar may determine.

Not more than 60 days nor less than 20 days prior to the sinking fund payment dates for the Term Bonds, the Registrar shall proceed to select for redemption (in the manner described above) from all Outstanding Term Bonds, a principal amount of Term Bonds equal to the aggregate principal amount of Term Bonds redeemable with the required sinking fund payments.

At the option of the City to be exercised by delivery of a written certificate of the Treasurer 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 Council 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 portion thereof so delivered or previously redeemed shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Council on the sinking fund redemption dates and any excess shall be so credited against future sinking fund redemption obligations in such manner as the Council determines. In the event the Council 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 17 of this Ordinance, 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. In the case of Bonds in a denomination larger than \$5,000, a portion of such Bond (\$5,000 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. In the case of a partial redemption of Bonds of a single maturity, the Paying Agent shall select the Bonds to be redeemed by lot at such time as directed by the City (but at least 20 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.

D. Notice of Redemption. Unless waived by any owner of Bonds to be redeemed, official notice of any such redemption shall be given by the Registrar on behalf of and on direction of the Council by sending an official redemption notice electronically or otherwise at least 20 days and not more than 60 days prior to the date fixed for redemption to the registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond register and to the Municipal Securities Rulemaking Board. Actual receipt of notice by any owner of Bonds or the MSRB shall not be a condition precedent to redemption of such Bond or Bonds. Failure to give such notice to the registered owner of any Bond or the MSRB, or any defect therein, shall not affect the validity of the proceedings for the redemption of any other Bonds. A certificate by the Registrar that such notice has been given as herein provided shall be conclusive against all parties.

E. All official notices of redemption shall be dated and shall state:

1. The Redemption Date,
2. The Redemption Prices,
3. If less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,
4. That on the Redemption Date the Redemption Price will become due and payable upon each such Bond or portion thereof called for redemption (or installments of principal to be prepaid), and that interest thereon shall cease to accrue from and after said date, and
5. The place where such Bonds are to be surrendered for payment of the Redemption Price, which place of payment shall be the principal office of the Paying Agent (accrued interest to the redemption date being payable by mail or as otherwise provided in this Ordinance).

Prior to or on any Redemption Date, the City shall deposit with the Paying Agent an amount of money sufficient to pay the Redemption Price of all the Bonds or portions of Bonds which are to be redeemed on that date.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the Redemption Price therein specified, and from and after such date (unless the City shall default in the payment of the Redemption Price) such Bonds or portions of

Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Paying Agent at the Redemption Price. Installments of interest due on or prior to the Redemption Date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be canceled and destroyed by the Registrar and shall not be reissued.

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 canceled by electronic, written notice to the owners of the Bonds called for redemption in the same manner as the original redemption notice was sent.

SECTION 16. COMPLIANCE WITH FEDERAL AND STATE LAWS. The City agrees that it will, at all times that the Bond is outstanding, comply with and require its contractors and subcontractors to comply with all applicable federal and state laws, rules guidelines, regulations and requirements. The City covenants that it will comply with the requirements of 40 CFR Part 31 and comply with, implement and fulfill all environmental mitigation measures committed to by the City as a part of its request to the Director for financing from the Revolving Fund.

SECTION 17. Custodial Deposit.

A. Notwithstanding the foregoing provisions of Sections 14 to 16 hereof, the Bonds shall initially be evidenced by one Bond for each aggregate principal amount maturing in denominations equal to the aggregate principal amount of the Bonds of that series maturing or, in the case of the 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 of that series maturing 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 of The Depository Trust Company must be both a "clearing corporation" as defined in NRS 104.8102, and a qualified and registered "clearing agency" under Section 17A of the Securities Exchange Act of 1934, as amended;

(2) Upon the resignation of The Depository Trust Company or a successor or new depository under clause (a)

or this clause (b) of this Section 17(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 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 NRS 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 depository or new depository under clause (a) or (b) of this Section 17(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 failure by the City, after reasonable investigation, to locate another qualified depository institution under clause (b) to carry out the functions of The Depository Trust Company or such successor or new depository.

B. In the case of a transfer to a successor of The Depository Trust Company or its nominee as referred to in clause (a) of Section 17(A) hereof or in the case of designation of a new depository pursuant to clause (b) of Section 17(A) hereof upon receipt of the Outstanding Bonds by the Registrar, together with written instructions for transfer satisfactory to the Registrar, a new Bond for each then Outstanding maturity of each series of the Bonds 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 (c) of Section 17(A) hereof and the failure after reasonable investigation to locate another qualified depository institution for the Bonds as provided in clause (c) of ' 17(A) hereof, and upon receipt of the Outstanding Bond 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 17, 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 and the Registrar and 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 City and the Registrar and Paying Agent shall have no responsibility for transmitting payments or notices to the beneficial owners of the Bond held by The

Depository Trust Company or any successor or new depository named pursuant to Section 17(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 (a) or (b) of Section 17(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, The Depository Trust Company or its nominee 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 18. NEGOTIABILITY. The Bonds shall be fully negotiable within the meaning of and for the purpose of the Uniform Commercial Code - Investment Securities and each owner shall possess all rights enjoyed by holders of negotiable instruments under the Uniform Commercial Code - Investment Securities.

SECTION 19. REGISTRATION, TRANSFER AND EXCHANGE OF BONDS. The Bonds shall be subject to the following provisions relating to their registration, transfer and exchange:

A. Records for the registration and transfer of the Bonds shall be kept by the Registrar. Upon the surrender 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 owner or his or her 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 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 of Bonds of the same maturity of other authorized denominations, as provided in Section 14 hereof. The Registrar shall authenticate and deliver a Bond or Bonds which the 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 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 a new Bond. No such charge shall be levied in the case of an exchange resulting from an optional prior redemption of a bond.

B. 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 five (5) days before the date of mailing by the Registrar of a notice of prior redemption of Bonds

and ending at the close of business on the date 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. The person in whose name any Bond shall be registered, on the registration books kept by the Registrar, shall be deemed and regarded as the absolute owner thereof for the purpose of payment and for all other purposes (except to the extent otherwise provided in Section 14 hereof with respect to interest payments); 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 owner thereof or his or her legal representative. 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. 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 or 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. 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 Council.

SECTION 20. EXECUTION AND AUTHENTICATION.

A. Prior to the execution of any Bond by facsimile signature and pursuant to NRS 350.638, pursuant to NRS Chapter 351, known as the Uniform Facsimile Signatures of Public Officials Act, the Mayor, the City Finance Director and the City Clerk shall each file with the Secretary of the State of Nevada, such officer's manual signature certified by such officer under oath.

B. The Bond shall be approved, signed and executed in the name of and on behalf of the City with the electronic, manual or facsimile signature of the Mayor, shall be countersigned and executed with the electronic, manual or facsimile signature of the City Finance Director, and shall bear an electronic, manual impression or a facsimile impression of the official seal of the City attested with the electronic, manual or facsimile signature of the City Clerk.

C. 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. By authenticating any of the Bonds initially delivered pursuant to this Resolution, the Registrar shall be deemed to have assented to all of the provisions of this Ordinance.

D. The Mayor, the Treasurer and the Clerk are hereby authorized and directed to prepare and to execute the Bonds as herein provided.

SECTION 21. USE OF PREDECESSOR'S SIGNATURE. The Bonds bearing the signatures of the officers in office at the time of the execution of the Bonds shall be valid and binding obligations of the City, notwithstanding that before their delivery any or all of the persons who executed them shall have ceased to fill their respective offices. The Mayor, the Treasurer, and the Clerk at the time of the execution of a signature certificate relating to the Bonds, may each adopt as and for his own facsimile signature the facsimile signature of his predecessor in office if such facsimile signature appears upon any of the Bonds.

SECTION 22. INCONTESTABLE RECITAL. Pursuant to NRS 350.628, the Bonds shall contain a recital that they are issued pursuant to the Bond Act, which recital shall be conclusive evidence of the validity of the Bonds and the regularity of their issuance.

SECTION 23. STATE TAX EXEMPTION. Pursuant to NRS 350.710, 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 for the tax on estates imposed pursuant to the provisions of chapter 375A of NRS and the tax on generation-skipping transfers imposed pursuant to the provisions of chapter 375B of NRS.

SECTION 24. FORM OF BOND. Subject to the provisions of this Ordinance, the Bonds shall be in substantially the following form, with such omissions, insertions, endorsements, and variations as may be required by the circumstances, be required or permitted by this Ordinance, including without limitation Section 18 hereof, 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 Bond)

TRANSFER OF THIS BOND OTHER THAN BY REGISTRATION IS NOT EFFECTIVE

**CITY OF NORTH LAS VEGAS, NEVADA
GENERAL OBLIGATION (LIMITED TAX)
WATER AND WASTEWATER RECLAMATION SYSTEM REFUNDING BOND
(ADDITIONALLY SECURED BY PLEDGED REVENUES)
SERIES 2024B**

No. _____

\$ _____

Interest Rate
____% per annum

Maturity Date
____ 1, ____

Dated As of
____, 2024

CUSIP

REGISTERED OWNER: **Cede & Co.**

PRINCIPAL AMOUNT:

DOLLARS

The City of North Las Vegas, in the County of Clark and the State of Nevada (the "City," the "County" and the "State," respectively) for value received, hereby acknowledges itself to be indebted and for value received promises to pay to the registered owner specified above, or registered assigns, 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 each year, commencing on _____, at the interest rate per annum specified above, until the principal sum is paid or payment has been provided for or, if such payment date is not a business day, on or before the next succeeding business day. This Bond shall bear interest (calculated on the basis of a 360 day year consisting of twelve 30 day months) from the most recent interest payment date to which interest has been paid or, if no interest has been paid, from the date of the initial delivery of the series of bonds of which this Bond is one (the "Bond"). The principal of and redemption premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal office of the City's paying agent for the Bonds or any successor (the "Paying Agent"), presently The Bank of New York Mellon Trust Company, N.A., who is also now acting as the City's Registrar for the Bonds (the "Registrar"). Interest on this Bond will be paid on or before each interest payment date (or, if such date is not a business day, on or before the next succeeding business day) by check or draft mailed to the person in whose name this Bond or any predecessor bond is registered (the "registered owner") in the registration records of the City maintained by the Registrar, at the address appearing thereon, as of the close of business on the last day of the calendar month next preceding such interest payment date (the "Regular Record Date"). Any such interest not so timely paid for shall cease to be payable to the person who is the registered owner as of the close of business on the Regular Record Date and shall be payable to the person who is the registered owner as of the close of business on a special record date for the payment of any defaulted interest (the "Special Record Date"). Such Special Record Date shall be fixed by the Registrar whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the registered owner not less than ten (10) days prior

thereto. Alternative means of payment of interest may be used if mutually agreed to by the registered owner and the Paying Agent, as provided in the Ordinance of the City Council of the City (the "Council") authorizing the issuance of the Bonds (as hereinafter defined) (the "Ordinance"), duly adopted by the Council on _____, 2024. All such payments shall be made in lawful money of the United States of America without deduction for any service charges of the Paying Agent or Registrar. If this Bond is not paid upon presentation at its maturity, interest at the rate specified above shall continue to be borne hereby until the principal hereof is discharged as provided in the Ordinance.

This Bond is one of a series of Bonds (the "Bonds") issued by the City upon its behalf and upon the credit thereof for the purpose of defraying wholly or in part the cost of the Project as defined in the Ordinance, all as more fully described in the Ordinance, under the authority of and in full compliance with the Constitution and laws of the State and pursuant to the Ordinance.

This Bond is issued pursuant to Chapter 573, Statutes of Nevada, 1971, as amended (the "Charter"); pursuant to Nevada Revised Statutes ("NRS") 350.500 through 350.720, and all laws amendatory thereof designated in NRS 350.500 thereof as the Local Government Securities Law (the "Bond Act"); and pursuant to NRS 268.672 through 268.740, inclusive; pursuant to NRS 350.628, this recital is conclusive evidence of the validity of the Bonds and the regularity of their issuance; and pursuant to NRS 350.710, 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 for the tax on estates imposed pursuant to the provisions of Chapter 375A of NRS and the tax on generation-skipping transfers imposed pursuant to the provisions of Chapter 375B of NRS.

The Bonds, or portions thereof, are subject to redemption prior to their maturity date as provided in the Ordinance and the Bond Purchase Agreement. Redemption shall be made upon not less than 20 days' prior mailed notice in the manner and upon the conditions provided in the Ordinance. If this Bond is called for redemption and payment is duly provided for as specified in the Ordinance, interest shall cease to accrue hereon from and after the date fixed for redemption.

It is hereby 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 the total indebtedness of the City, including that of this Bond does not exceed any limit of indebtedness prescribed by the Constitution or by the laws of the State or the Charter of the City; that provision has been made for the levy and collection of annual general (ad valorem) taxes ("General Taxes") against all the taxable property within the City sufficient to pay the principal of, interest on, and any prior redemption premiums due on this Bond (the "Bond Requirements") when the same become due (except to the extent other revenues are available therefor), subject to the limitations imposed by the Constitution and by the statutes of the State; and that the full faith and credit of the City

are hereby irrevocably pledged to the punctual payment of Bond Requirements of this Bond according to its terms.

Payment of the principal of and interest on the Bonds is additionally secured by a pledge of the net revenues (herein called the "Net Revenues") derived by the City from the operation and use of, and otherwise pertaining to, the water system and sewer system of the City of which the Project is a part, consisting of all properties, real, personal, mixed or otherwise, now owned or hereafter acquired by the City, through purchase, construction or otherwise, and in any way pertaining thereto, whether or not located within or without or both within and without the boundaries of the City, including, without limitation, machinery, apparatus, structures, and buildings, and related or appurtenant furniture, fixtures and other equipment or any combination thereof (herein called the "Municipal Utility System"), whether resulting from extensions, enlargements, repairs, betterments or other improvements to the Municipal Utility System, or otherwise, but excluding (1) moneys raised for capital improvements, and (2) grants, appropriations or gifts for limited uses, and after provision is made for the payment of all necessary and reasonable operation and maintenance expenses of the Municipal Utility System, which Net Revenues are so pledged as more specifically provided in the Ordinance.

The Bonds are equitably and ratably secured by such pledge of the Net Revenues, and such pledge constitutes an irrevocable and second lien (but not necessarily an exclusively second lien) upon the Net Revenues subordinate and junior to the lien thereon of the Superior Bonds. Securities, in addition to the Bonds, subject to expressed conditions, may be issued and made payable from the Net Revenues having a lien thereon subordinate and junior to the lien, or subject to additional expressed conditions having a lien thereon on a parity with the lien, of the Bonds in accordance with the provisions of the Ordinance.

Reference is made to the Ordinance and to the Bond Act, for an additional description of the nature and extent of the security for the Bonds, the accounts, funds, or revenues pledged, the nature and extent and manner of enforcement of the pledge, the rights and remedies of the registered owners of the Bonds with respect thereto, the terms and conditions upon which the Bonds are issued, and a statement of rights, duties, immunities, and obligations of the City, and other rights and remedies of the owners of the Bonds.

To the extent and in the respects permitted by the Ordinance, the provisions of the Ordinance may be amended or otherwise modified by action of the City taken in the manner and subject to the conditions and exceptions prescribed in the Ordinance. The pledge of Net Revenues under the Ordinance may be discharged at or prior to the respective maturities or prior redemption of the Bonds upon the making of provision for the payment thereof on the terms and conditions set forth in the Ordinance.

This Bond shall not be entitled to any benefit under the Ordinance, or be valid or obligatory for any purpose until the Registrar shall have manually signed the certificate of authentication hereon.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City or its agent for registration or transfer, exchange, or payment, and any Bond 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.

No transfer of this Bond shall be valid unless made on the registration records maintained at the principal office of the Registrar by the registered owner or his or her attorney duly authorized in writing.

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

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

No recourse shall be had for the payment of the Bond Requirements of this Bond or for any claim based thereon or otherwise in respect to the Ordinance or other instrument pertaining thereto against any individual member of the Council, or any officer or other agent of the City, past, present, or future, either directly or indirectly through the Council 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.

IN WITNESS WHEREOF, the City of North Las Vegas, Nevada, has caused this Bond to be executed in its name by the electronic, manual or facsimile signature of its Mayor, to be countersigned by the electronic, manual or facsimile signature of its Treasurer, and attested by the electronic, manual or facsimile signature of its City Clerk and has caused the seal of the City to be reproduced hereon, all as of the __ day of ____, 2024, i.e., the date of delivery of this Bond.

CITY OF NORTH LAS VEGAS, NEVADA

_____(Electronic, Manual or Facsimile Signature)
Mayor

Countersigned:

(SEAL) _____(Electronic, Manual or Facsimile Signature)
City Treasurer

Attest:

_____(Electronic, Manual or Facsimile Signature)
City Clerk

(End of Form of Bond)

(Form of Registrar's Certificate of Authentication for Bonds)

Date of authentication
and registration _____

This is one of the Bonds described in the within-mentioned Ordinance, and this Bond has been duly registered on the registration records kept by the undersigned as Registrar for such Bonds.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Registrar

By _____ (Manual Signature)

(End of Form of Registrar's Certificate of Authentication for Bonds)

SECTION 25. DELIVERY OF THE BONDS; DEPOSIT OF PROCEEDS.

When the Bond has been duly executed, the City Treasurer shall deliver it to the Purchaser upon receipt of the agreed purchase price, as stated in the Bond Purchase Agreement necessary to refund all or a portion of the 2010 Refunded Bonds as designated in the Bond Purchase Agreement, and shall authenticate and register the Bonds on the Bond registration records of the Registrar and make notation of such registration on the registration panel appended to the Bond. The City Treasurer shall cause the proceeds received from the sale of the Bond to be deposited into a special account hereby created and designated as the "City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bond (Additionally Secured by Pledged Revenues), Series 2024B, Refunding Account" (the "Refunding Account") to be held by the City Treasurer, together with other available moneys of the City, if any, in an amount at least sufficient to redeem the 2010 Refunded Bonds on the redemption date designated in the Bond Purchase Agreement and to pay the costs of issuance of the Bonds.

The Refunding Account shall be maintained in an amount at the time of the initial deposits therein and at all times subsequently at least sufficient, to pay the Costs of the Project. Moneys shall be withdrawn by the City Treasurer from the Refunding Account in sufficient amounts and at such times to permit the payment without default of principal of, premium and interest due in connection with the 2010 Refunded Bonds through and including the redemption date thereof. Any moneys remaining in the Refunding Account derived from the proceeds of the Bond after provision shall have been made for the redemption in full of the 2010 Refunded Bonds shall be applied to any lawful purpose of the City, including the costs of issuance of the Bonds, as the Treasurer may hereafter determine.

If for any reason the amount in the Refunding Account shall at any time be insufficient for the purpose of this Section, the City shall forthwith from the first moneys available therefor pursuant to Section 38 hereof deposit in such account such additional moneys as shall be necessary to permit the payment in full of the Costs of the Project.

The City has elected and does hereby declare its intent to refund and defease a portion of the 2010 Refunded Bonds and call the 2010 Refunded Bonds for redemption on the date set forth in the Bond Purchase Agreement. The City hereby authorizes and irrevocably instructs the Paying Agent to effectuate the giving of the conditional notice of refunding and defeasance of the 2010 Refunded Bonds in the name and on behalf of the City. The conditional notice of refunding and defeasance of the 2010 Refunded Bonds shall be given as soon as practicable in the manner provided in the ordinance authorizing the issuance of the 2010 Refunded Bonds.

SECTION 26. COMPLETION OF PROJECT. The City, with the proceeds derived from the sale of the Bonds, shall proceed to complete the Project with due diligence.

SECTION 27. USE OF INVESTMENT GAIN. Pursuant to NRS 350.658, and except as may otherwise be required herein, any gain from any investment and any reinvestment of any proceeds of the Bonds shall be deposited promptly upon the receipt of such gain at any time or from time to time into the Refunding Account to defray, in part, the Cost of the Project or, if adequate provision has been made for the Project, into the Bond Fund hereinafter created, for the respective payment of the principal of or interest on the Bonds or any combination thereof. As provided herein, the annual General Taxes for the payment of the principal of or interest on the Bonds levied after such deposits of any such investment or reinvestment gain may be diminished to the extent of the availability of such deposit for the payment of such principal or interest.

SECTION 28. PREVENTION OF BOND DEFAULT. Subject to the provisions of this Ordinance, the Treasurer shall use any Bond proceeds credited to the Refunding 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 otherwise available therefor are insufficient for that purpose, unless such Bond proceeds shall be needed to defray obligations accrued and to accrue under any contracts then existing and relating to the Project. The Treasurer shall promptly notify the Council of any such use.

SECTION 29. 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 Project, or any part thereof, or to the completion of the Project. Neither the Purchaser, nor any subsequent owner of any Bond shall in any 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 referred to in this Ordinance.

SECTION 30. GENERAL TAX LEVIES. So far as possible, the Bond Requirements of the Bonds shall be paid from Net Revenues of the Municipal Utility System. However, pursuant to NRS 350.596, at any time when there are not on hand from such tax levy or levies sufficient funds on deposit in the Bond Fund to pay, when due the principal of and interest on the Bonds, the Bond Requirements shall be paid out of a general fund of the City or out of any other funds that may be available for such purpose, including, without limitation, any proceeds of General Taxes. For the purpose of repaying any moneys so paid from any such fund or funds (other than any moneys available without replacement for the payment of such Bond Requirements on other than a temporary basis), and for the purpose of creating funds for the payment of the Bond Requirements, there are hereby created two separate accounts designated as the "City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2024B, Interest Account" (the "Interest Account") and the "City of North Las Vegas, Nevada, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2024B, Principal Account" (the "Principal Account") (collectively, the "Bond Fund"). Pursuant to NRS 350.592 and 350.594, there shall be duly levied immediately after the issuance of the Bonds 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, including the net proceeds of mines, fully sufficient to reimburse such fund or funds for any such amounts temporarily advanced to pay such initial installments of principal and interest, and to pay the interest on the Bonds becoming due after such initial installment, and to pay and retire the Bonds as they thereafter become due at maturity as herein provided, after there are made due allowances for probable delinquencies. The proceeds of such annual levies shall be duly credited to such separate accounts for the payment of such Bond Requirements. In the preparation of the annual budget or appropriation resolution or ordinance for the City, the Council 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 limitation imposed by NRS 361.453 and Section 2, art. 10, State Constitution, and the amount of money necessary for this purpose shall be a first charge against all the revenues received by the City.

SECTION 31. 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 exceeds the limitation imposed by NRS 361.453, or a lesser or greater amount fixed by the State Board of Examiners in any Fiscal Year, and it becomes 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 32. CORRELATION OF LEVIES. Such General Taxes shall be levied and collected in the same manner and at the same time as other taxes are levied and collected, and the proceeds thereof for the Bonds shall be kept in the Principal Account and in the Interest Account, which accounts shall be used for no other purpose than the payment of principal and interest, respectively, as the same fall due.

SECTION 33. USE OF GENERAL FUND. Any sums becoming due on the Bonds at any time when there are on hand from such General Taxes (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 General Taxes herein provided for have been collected, pursuant to NRS 350.596.

SECTION 34. USE OF OTHER FUNDS. Nothing in this Ordinance prevents the City from applying any funds (other than General Taxes but including Net Revenues) that may be available for that purpose to the payment of the Bond Requirements as the same, respectively, fall due, and upon such payments, the levy or levies herein provided may thereupon to that extent be diminished, pursuant to NRS 350.598.

SECTION 35. LEGISLATIVE DUTIES. In accordance with NRS 350.592, it shall be the duty of the Council 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 Council 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 the 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 specified.

SECTION 36. APPROPRIATION OF GENERAL TAXES. In accordance with NRS 350.602, there is hereby specially appropriated the proceeds of such General Taxes to the payment of such principal of and interest on the Bonds; and such appropriations will not be repealed nor the General Taxes postponed or diminished (except as herein otherwise expressly provided) until the Bond Requirements of the Bonds have been wholly paid.

SECTION 37. PLEDGE OF GROSS REVENUES. Subject only to the provisions of this Ordinance permitting the application thereof for or to the purposes and on the terms and conditions set forth herein, there are hereby additionally pledged to secure the payment of principal of and interest on the Bonds in accordance with their terms and the provisions of this Ordinance, all of the Gross Revenues of the Municipal Utility System. This pledge shall be valid and binding from and after the date of the delivery of the Bonds; and the Gross Revenues, as received by the City 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 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. The lien of this pledge and the obligation to perform the contractual provisions hereby made shall have priority over any and all other obligations and liabilities of the City payable from the Gross Revenues, except as herein otherwise provided. The lien of this pledge for the Bonds is on a parity with the pledge of the Gross Revenues for the City's Outstanding 2010 Bonds, 2018B Bond, 2018C Bond, 2018D Bond and 2019 Bonds and subordinate to the lien on the Gross Revenues of the City Outstanding 2017A Bond. The Outstanding 2010 Bonds, 2018B Bond, 2018C Bond, 2018D Bond and 2019 Bonds (collectively the "Prior Bonds") and the Bonds shall be equitably and ratably secured by the pledge of Gross Revenues hereunder; and the Bonds and the Prior Bonds are not entitled to any priority one over the other in the application of Gross Revenues.

SECTION 38. WATER UTILITY ENTERPRISE FUND AND SEWER UTILITY ENTERPRISE FUND. So long as any of the Bonds hereby authorized shall be Outstanding as to any Bond Requirements, the entire Gross Revenues of the Water System upon their receipt from time to time by the City shall be set aside and credited immediately to a special account heretofore created designated as the "City of North Las Vegas Water Utility Enterprise Fund" (the "Water Utility Enterprise Fund"). In addition, and so long as any of the Bonds hereby authorized shall be Outstanding as to any Bond

Requirements, the entire Gross Revenues of the Sewer System upon their receipt from time to time by the City shall be set aside and credited immediately to a special account heretofore created, designated as the "City of North Las Vegas Sewer Utility Enterprise Fund" (the "Sewer Utility Enterprise Fund"); so long as any of the Bonds hereby authorized shall be Outstanding as to any Bond Requirements each Fiscal Year, the Water Utility Enterprise Fund and the Sewer Utility Enterprise Fund shall be administered and the moneys on deposit in each account shall be applied in the order of priority specified in Sections 39 through 44 hereof.

SECTION 39. OPERATION AND MAINTENANCE FUND. First as a first charge on the Water Utility Enterprise Fund so long as any of the Bonds hereby authorized shall be Outstanding as to any Bond Requirements, there shall be set aside in and credited to a separate account from time to time (such account heretofore created) and known as the City of North Las Vegas Water System Operation and Maintenance Fund (the "Water System Operation and Maintenance Fund") money sufficient to pay operation and maintenance expenses of the Water System, and so long as any of the Bonds hereby authorized shall be Outstanding as a first charge on the Sewer Utility Enterprise Fund there shall be set aside in and credited to from time to time a separate account heretofore created and known as the "City of North Las Vegas Sewer System Operation and Maintenance Fund" (the "Sewer System Operation and Maintenance Fund") money sufficient to pay operation and maintenance expenses of the Sewer System, such operation and maintenance expenses of the Water System and of the Sewer System are to be as budgeted and approved in accordance with the Budget Act and as such expenses become due and payable thereupon they shall be promptly paid; any surplus remaining at the end of the Fiscal Year and not needed for operation and maintenance expenses of the Water System shall be transferred to the Water Utility Enterprise Fund and shall be used for the purposes thereof as herein provided. Any surplus remaining at the end of the Fiscal Year and not needed for operation and maintenance expenses of the Sewer System shall be transferred to the Sewer Utility Enterprise Fund and shall be used for the purposes thereof as herein provided.

SECTION 40. SUPERIOR SECURITIES; BOND FUND.

A. Superior Securities. Second, from any moneys thereafter remaining in the Water Utility Enterprise Fund and the Sewer Utility Enterprise Fund, i.e. from Net Revenues, the following transfers shall be transferred and credited to the funds and accounts established for the Superior Securities such transfers and credits as are required by the bond ordinances authorizing the Superior Securities prior to the application of Net Revenues for securities that are subordinate to the Superior Securities (including the Bonds and other Parity Securities).

B. Parity Securities and Bond Fund Payments. Third, any moneys thereafter remaining in the Water Utility Enterprise Fund and Sewer Utility Enterprise Fund, i.e., from the Net Revenues and concurrent with transfers to the bond funds created with respect to the Prior Bonds and Parity Securities, there shall be transferred and credited to the Bond Fund, the following:

A. Monthly, commencing on the first day of the month immediately succeeding the delivery date of the Bonds, 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 Outstanding Bonds, 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 Outstanding Bonds.

B. Monthly, commencing on the first day of the month immediately succeeding the delivery date of the Bonds, 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 principal on the Outstanding Bonds, and monthly thereafter, commencing on each principal payment date, one twelfth of the amount necessary to pay the next maturing installments of principal of the Outstanding Bonds. The money credited to the Bond Fund shall be used to pay the Bond Requirements of the Bonds as such Bond Requirements become due.

SECTION 41. 2024 REBATE ACCOUNT. Fourth, after the aforementioned deposits, and from the Net Revenues there shall be transferred and credited to a special and separate account hereby created and designated as the "City of North Las Vegas, General Obligation (Limited Tax) Water and Wastewater Reclamation System Refunding Bonds (Additionally Secured by Pledged Revenues), Series 2024B, Rebate Account" (the "2024 Rebate Account") and to any other fund or account established for payment of amounts due the United States under Section 148(f) of the Tax Code in connection with any Parity Securities such amounts as are required to be deposited therein to meet the City's obligations under the covenant contained in Section 56 hereof, in accordance with Section 148(f) of the Tax Code. Such deposits shall be made at such times as are required by Section 148(f) of the Tax Code and such covenant and amounts in the 2024 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 2024 Rebate Account in excess of those required to be on deposit therein may be withdrawn therefrom and deposited into the Revenue Fund.

SECTION 42. PAYMENT OF SUBORDINATE SECURITIES. Fifth, any moneys thereafter remaining in the Revenue Fund may be used by the City for the payment of the principal of and interest on, and payments to the United States required by Section 148(f) of the Tax Code with respect to, Subordinate Securities; and may be used to create reasonable reserves for such securities.

SECTION 43. SURPLUS REVENUES. Sixth, any moneys thereafter remaining in the Revenue Fund may be used by the City at the end of any Fiscal Year of the City, or whenever there shall have been credited all amounts required to be deposited in the respective foregoing separate accounts for all of that Fiscal Year, for any lawful purposes of the City, as the Council may from time to time determine, including, without limitation, for the creation of operation and maintenance reserves and capital reserves,

the payment of capital costs and major maintenance costs of the Municipal Utility System, to pay any other obligations pertaining to the Municipal Utility System or otherwise.

SECTION 44. TERMINATION OF DEPOSITS. No payment need be made into the Bond Fund if the amounts in that fund total a sum at least equal to the entire amount of the Outstanding Bonds as to all Bond Requirements to their respective maturities both accrued and not accrued, in which case moneys in such fund in an amount, except for any interest or other gain to accrue from any investment of moneys in Federal Securities from the time of any such investment to the time or respective times the proceeds of any such investment or deposit shall be needed for such payment, at least equal to such Bond Requirements, shall be used, together with any such gain from such investments, solely to pay such Bond Requirements as the same become due.

SECTION 45. EQUAL SECURITY. The Prior Bonds, the Bonds and any Parity Securities from time to time Outstanding shall be equally and ratably secured by the pledge of Gross Revenues hereunder and shall not be entitled to any priority one over the other in the application of the Gross Revenues regardless of the time or times of the issuance of the Prior Bonds, the Bonds and any Parity Securities.

SECTION 46. DEFRAYING DELINQUENCIES. If at any time the City shall for any reason fail to pay into the Bond Fund or the 2024 Rebate Account the full amount above stipulated from the Net Revenues, then an amount shall be paid first into the Bond Fund and second into the 2024 Rebate Account at such time equal to the difference between that paid from the Net Revenues and the full amount so stipulated. If the Prior Bonds or Parity Securities are Outstanding, and if the proceedings authorizing issuance of those securities require the replacement of moneys in a bond fund, reserve fund or rebate account therefor, then the moneys replaced in such funds shall be replaced on a pro rata basis related to the principal amount of the then Outstanding Bonds and the then Outstanding Prior Bonds and Parity Securities, as moneys become available therefor, first into all of such bond funds and reserve funds and second into all such rebate accounts.

SECTION 47. CONDITIONS TO ADDITIONAL PARITY SECURITIES.

A. Nothing herein, except as expressly hereinafter provided, shall prevent the issuance by the City of additional securities payable from Net Revenues and constituting a lien thereon on a parity with, but not prior or superior to, the lien thereon of the Bonds, provided, however, that the following are express conditions to the authorization and issuance of any such Parity Securities:

1. At the time of adoption of the instrument authorizing the issuance of the additional Parity Securities, the City shall not be in default in the payment of principal of or interest on the Bonds.

2. The Net Revenues (subject to adjustments as hereinafter provided) projected by the City's City Manager or Chief Financial Officer, City Engineer or an Independent Accountant or consulting engineer to be derived in the later of (i) the

Fiscal Year immediately following the Fiscal Year in which the facilities to be financed with the proceeds of the additional Parity Securities are projected to be completed or (ii) the first Fiscal Year for which no interest has been capitalized for the payment of any Parity Securities, including the Parity Securities proposed to be issued, will be sufficient to pay at least an amount equal to the principal and interest requirements (to be paid during that Fiscal Year) of the Outstanding Bonds, any other Outstanding Parity Securities of the City and the Parity Securities proposed to be issued (excluding any reserves therefor).

B. In any determination of whether or not additional Parity Securities may be issued in accordance with the foregoing earnings test, consideration shall be given to any probable estimated increase or reduction in Operation and Maintenance expenses that will result from the expenditure of the funds proposed to be derived from the issuance and sale of the additional Parity Securities.

C. In any determination of whether or not additional Parity Securities may be issued in accordance with the foregoing earnings test, the respective annual principal (or redemption price) and interest requirements shall be reduced to the extent such requirements are scheduled to be paid with moneys held in trust or in escrow for that purpose by any Trust Bank, including the known minimum yield from any investment in Federal Securities.

D. A written certificate or written opinion by the City's City Manager or Chief Financial Officer, the City Engineer, or an independent accountant or consulting engineer that the foregoing earnings test is met shall be conclusively presumed to be accurate in determining the right of the City to authorize, issue, sell and deliver additional Parity Securities.

E. In connection with the authorization of any such additional securities the Council may on behalf of the City adopt any additional covenants or agreements with the holders of such additional securities; provided, however, that no such covenant or agreement may be in conflict with the covenants and agreements of the City herein and no such covenant or agreement may be materially adverse to the interests of the holders of the Bonds. Any finding of the Council to the effect that the foregoing requirements are met shall, if made in good faith, conclusively establish that the foregoing requirements have been met for purposes of this Ordinance.

SECTION 48. SUBORDINATE SECURITIES PERMITTED. Nothing herein, except as expressly hereinafter provided, shall prevent the City from issuing additional securities payable from Net Revenues and constituting a lien thereon subordinate to the lien thereon of the Bonds and any Outstanding Parity Securities.

SECTION 49. SUPERIOR SECURITIES PROHIBITED. Nothing herein permits the issuance of additional Superior Bonds secured by Gross Revenues having a lien thereon prior and superior to the lien thereon of the Bonds and the Parity Securities; provided, however, that Superior Securities outstanding on the date of issuance of the Bonds shall continue as Superior Securities until paid and discharged in accordance with

their terms, including any bonds or other obligations issued to refund such Outstanding Superior Securities

SECTION 50. ISSUANCE OF REFUNDING BONDS.

A. 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 Outstanding Bonds or other Outstanding Parity or Subordinate Securities, 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 Outstanding 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 Revenues is changed (except as provided in Section 47F hereof).

B. The refunding bonds or other refunding securities so issued 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.

C. Any refunding bonds or other refunding securities payable from any Gross Revenues shall be issued with such details as the Council may by ordinance provide, subject to the provisions of this section 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).

D. If only a part of the Outstanding Bonds and other Outstanding securities of any issue or issues payable from the Gross Revenues is refunded, then such securities may not be refunded without the consent of the owner or owners of the unrefunded portion of such securities:

1. Unless the refunding bonds or other refunding securities do not increase for any Bond Year the aggregate 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, of the unrefunded securities, and unless the lien of any refunding bonds or other refunding securities on the Net Revenues is not raised to a higher priority than the lien thereon of the Bonds or other securities thereby refunded; or

2. Unless the lien on any Gross Revenues for the payment of the refunding securities is subordinate to each such lien for the payment of any securities not refunded; or

3. Unless the refunding bonds or other refunding securities are issued in compliance with Section 47 hereof.

SECTION 51. OPERATION OF THE SYSTEM. The City shall at all times operate the Municipal Utility System properly and in a sound and economical manner and shall maintain, preserve and keep the Municipal Utility System properly, or cause the same so to be maintained, preserved and kept, in good repair, working order and condition. The City also 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 Municipal Utility System may be properly and advantageously conducted in conformity with standards customarily followed by municipalities operating water and sanitary systems of like size and character. Except for the use of the Municipal Utility System or services pertaining thereto in the normal course of business, neither all nor a substantial part of the Municipal Utility System shall be sold, leased, mortgaged, pledged, encumbered, alienated or otherwise disposed of until all the Bonds have been paid in full, or unless provision has been made therefor as hereinafter provided.

SECTION 52. PAYMENT OF TAXES, ETC. The City shall pay or cause to be paid all taxes, assessments and other municipal or governmental charges, if any, lawfully levied or assessed upon or in respect of the Municipal Utility System or any part thereof, or upon any portion of the Gross Revenues, when the same shall become due. The City shall duly observe and comply with all valid requirements of any municipal or governmental authority relative to the Municipal Utility System or any part thereof, except for any period during which the validity of 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 on the Municipal Utility System or any part thereof, or upon the Gross Revenues, except the pledge and lien created by this Ordinance for the payment of the Prior Bonds, the Bonds and any Outstanding Parity or Subordinate Securities issued in accordance herewith, 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 Municipal Utility System or any part thereof, or upon the Gross Revenues. Nothing herein contained requires the City to pay or cause to be discharged or to make provision for any such tax, assessment, lien, charge or demand before the time when payment thereon shall be due, or so long as the validity thereof shall be contested in good faith by appropriate legal proceedings.

SECTION 53. NO COMPETING FACILITIES. The City shall neither construct nor permit to be constructed other facilities or structures to be operated by the City separate from the Municipal Utility System and competing for Gross Revenues otherwise available for the payment of the Bonds or any other securities payable from Net Revenues; provided, however, that nothing herein contained shall impair the police powers of the City or otherwise cause the City to violate any applicable law.

SECTION 54. RATE COVENANT. The City shall not provide free service through the Municipal Utility System. The City shall charge against users or against purchasers of services or commodities pertaining to the Municipal Utility System such fees, rates and other charges as shall be sufficient to produce Gross Revenues annually

which, together with any other funds available therefor, will be in each Fiscal Year of the City at least equal to the sum of:

A. an amount equal to the annual Operation and Maintenance Expenses for such Fiscal Year;

B. an amount equal to the debt service due in such Fiscal Year on the then Outstanding Bonds and any Outstanding Parity Securities and the Superior Securities; and

C. any other amounts payable from the Net Revenues and pertaining to the Municipal Utility System, including, without limitation, debt service on any Subordinate Securities and any other securities pertaining to the Municipal Utility System, operation and maintenance reserves, capital reserves and prior deficiencies pertaining to any account relating to Gross Revenues.

The foregoing rate covenant is subject to compliance by the City with any legislation of the United States of America, the State or other governmental body, or any regulation or other action taken by the United States, the State or any agency or political subdivision 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 collectible by the City for the use of or otherwise pertaining to, and all services rendered by, the Municipal Utility System.

Subject to the foregoing, the City shall cause all fees, rates and other charges pertaining to the Municipal Utility System to be collected as soon as reasonable and shall provide methods of collection and penalties to the end that the Gross Revenues shall be adequate to meet the requirements hereof.

SECTION 55. ACCOUNTS AND RECORDS. So long as any of the Bonds remain Outstanding, proper accounts and records shall be kept by the City, separate and apart from all other records and accounts, showing complete and correct entries of all transactions relating to the Municipal Utility System and to all moneys pertaining thereto, including, without limitation, the Gross Revenues.

SECTION 56. 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 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 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) of the Tax Code. 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. The City makes no covenant with respect to taxation of interest on the Bonds as a result of the inclusion of

that interest in the "adjusted financial statement income" of "applicable corporations" (as defined in Sections 56A and 59(k), respectively, of the Tax Code).

SECTION 57. DEFEASANCE. When all Bond Requirements of any Bond have been duly paid, the pledge, the 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 such due payment when the City has placed in escrow or in trust with a Trust Bank, an amount sufficient (including the known minimum yield available for such purpose from the Federal Securities in which such amount may be initially invested wholly or in part) to meet all Bond Requirements of the Bond, as the same become due to the final maturity of the Bond, 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 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 Trust 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 holders thereof to assure availability as 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. When such defeasance is accomplished, the Paying Agent shall mail written notice of the defeasance to the registered owner of the Bond at the addresses last shown on the registration records for the Bonds maintained by the Registrar.

SECTION 58. AMENDMENTS. This Ordinance may be amended or supplemented by instruments adopted by the City, without receipt by the City of any additional consideration, at the time of the adoption of the amendatory or supplemental instrument. No such instrument shall permit:

- A. A change in the maturity or in the terms of redemption of the principal or any installment thereof of any Outstanding Bond or any installment of interest thereon;
- B. A reduction in the principal amount of any Bond, the rate of interest thereon, without the consent of the owner of the Bonds; or
- C. A reduction of the principal amount or percentages or otherwise affecting the description of Bonds without the consent of the owner of the Bonds of which is required for any modification or amendment; or
- D. The establishment of priorities as between Bonds issued and Outstanding under the provisions of this Ordinance.

Whenever the City proposes to amend or modify this Ordinance under the provisions hereof, it shall cause notice of the proposed amendment to be sent electronically within 30 days to each registered owner of each registered Bond. 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 City Clerk for public inspection.

At any time within one year from the date of such notice there shall be filed in the office of the City Clerk an instrument or instruments executed by 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 Council may adopt the amendatory instrument and the instrument shall become effective.

If 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 thereto, 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. Any consent given by the insurer of the Bonds, if any, or the holder of a Bond pursuant to the provisions hereof shall be irrevocable.

Bonds authenticated and delivered after the effective date of any action taken as provided in this Section 58 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 Bond, suitable notation shall be made on the Bond 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, registered 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 such Bonds.

SECTION 59. EVENTS OF DEFAULT. Each of the following events is hereby declared an "event of default":

A. 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, either at maturity or by proceedings for prior redemption, or otherwise; and

B. Payment of any installment of interest is not made when the same becomes due and payable.

SECTION 58. REMEDIES FOR DEFAULTS. Upon the happening and continuance of any of the events of default, then and in every case the owner or owners of not less than 10% in aggregate 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 if it 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 60. REPLACEMENT OF REGISTRAR OR PAYING AGENT. If the Registrar or Paying Agent initially appointed hereunder shall resign, or if the Treasurer shall determine to replace the Registrar or Paying Agent, the Treasurer may, upon notice sent electronically to each owner of any Bond at such owner's address last shown on the registration records, appoint a successor Registrar or Paying Agent, or both. No resignation or dismissal of the Registrar or Paying Agent may take effect until a successor is appointed. It shall not be required that the same person or institution serve as both Registrar and Paying Agent hereunder, but the City shall have the right to have the same person or institution serve as both Registrar and Paying Agent. Any successor by merger with the Registrar and Paying Agent is automatically appointed as Registrar and Paying Agent hereunder without any further action of the Council, as long as the successor otherwise is qualified to act as Registrar and Paying Agent pursuant to this section. Any bank, trust company or national banking association into which the Registrar and/or Paying Agent or its successor may be converted, merged or with which it may be consolidated, or to which it may sell or otherwise transfer all or substantially all of its corporate trust business shall be the successor of the Registrar and/or Paying Agent under this Ordinance with the same rights, powers, duties and obligations and subject to the same restrictions, limitations, and liabilities as its predecessor, all without the execution or filing of any papers or any further act on the part of any of the parties hereto, anything herein to the contrary notwithstanding.

SECTION 61. 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 in substantially the form now on file with the Treasurer and is hereby authorized to be executed by the Chief Financial Officer and delivered in connection with the delivery of the Bonds. Failure to comply with the provisions of the Continuing Disclosure Certificate shall not constitute a default under this Ordinance.

SECTION 62. DELEGATED POWERS. The officers of the City are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including, without limitation:

- A. The printing of the Bonds, including, without limitation;

B. The execution of such certificates electronically or otherwise as may be reasonably required by the Purchaser, relating, inter alia,

1. to the signing of the Bonds and the deposit of the Bonds with The Depository Trust Company,

2. to the tenure and identity of the officials of the City,

3. to the assessed valuation of the taxable property in and the indebtedness of the City,

4. to the rate of taxes levied against the taxable property within the City,

5. the exemption of interest on the Bonds from federal income taxation,

6. the delivery of the Bonds and the receipt of the Bond purchase price,

7. the completeness and accuracy of the Final Official Statement as of the date of delivery of the Bond, and

8. if it is in accordance with the fact, the absence of litigation, pending or threatened, affecting the validity of the Bonds;

C. The completion and execution electronically or otherwise of the Bond Purchase Agreement, the Continuing Disclosure Certificate, and any agreement with the Paying Agent and Registrar as to duties hereunder by the City Manager or the Chief Financial Officer on behalf of the City with such changes, revisions and amendments as are approved by such officer whose execution thereof shall be conclusive evidence of such approval; and

D. The assembly and dissemination of financial and other information concerning the City and the Bonds.

SECTION 63. REPEALER. All resolutions and ordinances, 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 resolution, ordinance, bylaw, order, or part thereof, heretofore repealed.

SECTION 64. 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.

SECTION 65. PUBLICATION OF PROPOSED ORDINANCE. When first proposed, this Ordinance must be read to the Council by title, immediately 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:

NOTICE OF FILING OF:

ORDINANCE NO. 3233

**AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE
CITY OF NORTH LAS VEGAS, NEVADA, OF ITS
GENERAL OBLIGATION (LIMITED TAX) WATER AND WASTEWATER
RECLAMATION SYSTEM REFUNDING BONDS
(ADDITIONALLY SECURED BY PLEDGED REVENUES),
SERIES 2024B; AND PROVIDING OTHER MATTERS RELATED THERETO.**

PUBLIC NOTICE IS HEREBY GIVEN that an adequate number of typewritten copies of the above entitled proposed Ordinance were filed with and are available for public inspection and distribution at the office of the City Clerk of North Las Vegas, at her office in City Hall, 2250 Las Vegas Boulevard North, North Las Vegas, Nevada, and that such ordinance was proposed on October 16, 2024, and will be considered for adoption at the regular meeting of the City Council of the City of North Las Vegas held on November 6, 2024.

/s/ Jackie Rodgers
City Clerk

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

SECTION 66. EFFECTIVE DATE. This Ordinance shall become effective after its passage by the Council and, after such passage by the Council, publication once by title in a newspaper qualified pursuant to the provisions of Chapter 238 of NRS, as amended from time to time. Such publication shall be in substantially the following form:

(Form of Publication of Adoption of Ordinance)

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CITY OF NORTH LAS VEGAS, NEVADA, OF ITS
GENERAL OBLIGATION (LIMITED TAX) WATER AND WASTEWATER
RECLAMATION SYSTEM REFUNDING BONDS
(ADDITIONALLY SECURED BY PLEDGED REVENUES),
SERIES 2024B; AND PROVIDING OTHER MATTERS RELATED THERETO.**

PUBLIC NOTICE IS HEREBY GIVEN, and that such Ordinance was introduced on October 16, 2024, and was passed and adopted at the meeting held on November 6, 2024, by the following vote of the City Council:

Those Voting Aye:

Those Voting Nay:

Those Absent:

This Ordinance shall be in full force and effect from and after the ____ day of _____, 2024, i.e., the day of the publication of such Ordinance by its title only.

IN WITNESS WHEREOF, the City Council of the City of North Las Vegas, Nevada, has caused this Ordinance to be published by title only.

DATED this ____ day of _____, 2024.

_____/s/ Pamela Goynes-Brown

Mayor

Attest:

_____/s/ Jackie Rodgers

City Clerk

(End of Form of Publication)

PASSED AND ADOPTED BY THE COUNCIL OF THE CITY OF NORTH
LAS VEGAS this _____ day of _____, 2024 by the following vote:

AYES: COUNCILMEMBERS:
NAYS: COUNCILMEMBERS:
ABSTAIN: COUNCILMEMBERS:
ABSENT: COUNCILMEMBERS:

APPROVED:

Pamela Goynes-Brown, Mayor

Attest:

Jackie Rodgers, City Clerk

STATE OF NEVADA)
) ss.
CITY OF NORTH LAS VEGAS)

I am the qualified and elected Clerk of the City of North Las Vegas (the "City"), and in the performance of my duties as Clerk do hereby certify:

1. The foregoing pages are a true, correct and compared copy of an ordinance adopted by City Council (the "Council") of the City at meetings held on October 16, 2024 and November 6, 2024. The original of the ordinance has been approved and authenticated by the signatures of the Mayor of the Council and myself as City Clerk, and has been recorded in the records of the Council kept for that purpose in my office.

2. Said proceedings were duly had and taken as therein shown. The Council set forth in the ordinance were present at said meetings and voted on the ordinance.

3. All members of the Council were given due and proper notice of such meetings.

4. Public notice of such meetings was given and such meetings were held and conducted in full compliance with the provisions of NRS 241.020. A copy of the notices of meeting and excerpts from the agenda for the meeting relating to the ordinance are attached hereto as Exhibit A and Exhibit B.

5. Prior to 9:00 a.m. at least 3 working days before such meeting, such notice was mailed to each person, if any, who has requested notices of meetings of the Council in compliance with NRS 241 by United States Mail, or if feasible and agreed to by the requestor, by electronic mail.

6. A copy of an affidavit evidencing publication of notice of filing of the ordinance is attached hereto as Exhibit C and an affidavit evidencing publication of notice of adoption of the ordinance is attached hereto as Exhibit D.

IN WITNESS WHEREOF, I have hereunto set my hand on November 6,
2024.

Jackie Rodgers, City Clerk

Exhibit A

(Attach Copy of Notice of Meeting of October 16, 2024)

EXHIBIT B

(Attach Copy of Notice of Meeting of November 6, 2024)

EXHIBIT C

(Attach Affidavit of Publication of Notice of Filing of Ordinance)

EXHIBIT D

(Attach Affidavit of Publication of Notice of Adoption of Ordinance)

EXHIBIT E

(Attach certificate of the chief administrative officer of the City and report of the City's financial advisor pursuant to NRS 350.155)

**CITY OF NORTH LAS VEGAS, NEVADA
GENERAL OBLIGATION (LIMITED TAX)
WATER AND WASTEWATER RECLAMATION SYSTEM REFUNDING BONDS
(ADDITIONALLY SECURED BY PLEDGED REVENUES)
SERIES 2024B**

CERTIFICATE OF CITY MANAGER PURSUANT TO NRS 350.155

IT IS HEREBY CERTIFIED by the undersigned, City Manager, as chief administrative officer of the City of North Las Vegas, Nevada (the "City"), in connection with the sale and issuance of the above captioned bonds (the "Bonds"), being issued for the purposes described in the ordinance of the City Council of the City to be adopted on November 6, 2024, authorizing the issuance of the Bonds (the "Bond Ordinance"):

1. Pursuant to NRS 350.155(2)(i), as described in the report of Zions Public Finance, as financial advisor to the City in connection with the Bonds, attached to this certificate and made a part hereof, the Bonds are refunding bonds and the use of a negotiated sale may provide a substantial benefit to the City which would not be available if the Bonds were sold by competitive bid. The estimated amount of benefit which will accrue to the City is stated in the attached report of Zions Public Finance.
2. The circumstances that may provide a substantial benefit if the refunding bonds are negotiated are described in the attached report of Zions Public Finance.

DATED November 6, 2024.

City Manager and Chief
Administrative Officer of the
City of North Las Vegas, Nevada

EXHIBIT A

Attach Report of Zions Public Finance