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PROOF OF PUBLICATION

STATE OF NEVADA
COUNTY OF WASHOE

ss. Tana Ciccotti

being duly sworn, deposes and says:
That as legal clerk of the RENO GAZETTE-
JOURNAL, a daily newspaper published in Reno,
shoe County, State of Nevada, that the notice:

of Ords

of which a copy is hereto attached, has been
published in each regular and entire issue of
said newspaper on the following dates to wit:

Oct 21, 28, 1997

Signed

T. Ciccotti

Subscribed and sworn to before me on 10/28/97

Notary Public

Debra J. DiCianno

BILL NO. 1172
ORDINANCE NO. 997

AN ORDINANCE CONCERNING THE WASHOE COUNTY, NEVADA SPECIAL ASSESSMENT DISTRICT NO. 23; PROVIDING FOR THE PAYMENT OF THE COSTS AND EXPENSES OF A PROJECT IN THE DISTRICT; ASSESSING THE COST OF SUCH PROJECT AGAINST THE ASSESSABLE PARCELS OF LAND BENEFITED BY SAID PROJECT; DESCRIBING THE MANNER FOR THE COLLECTION AND PAYMENT OF THE SPECIAL ASSESSMENTS; RATIFYING, APPROVING AND CONFIRMING ALL ACTION PREVIOUSLY TAKEN DIRECTED TOWARD THE ACQUISITION AND IMPROVEMENT OF SUCH PROJECT; PRESCRIBING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

PUBLIC NOTICE IS HEREBY GIVEN that the above-entitled Ordinance was proposed by Commissioner Galloway on the 14th day of October, 1997, as if an emergency existed and was passed and adopted at a regular meeting of the Board of County Commissioners at the same meeting on the 14th day of October, 1997 by Sue Camp, Jim Galloway, Mike Mouliot, and Jim Shaw, with Joanne Bond absent.

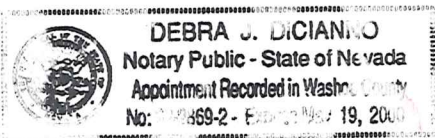
The Ordinance shall be in full force and effect from and after the 28th day of October, 1997, the date of the second publication of such Ordinance by title only.

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

/s/ Joanne Bond, Chairman
Board of Washoe County
Commissioners
ATTEST:
/s/ Judi Bailey, County Clerk

No. 4136 Oct.21,28,1997

PLEASE STAMP & SIGN FOR PAYMENT



P.O. BOX 22000, RENO, NEVADA 89520

(702) 788-6200



997



Summary - An ordinance levying assessments in Washoe County, Nevada Special Assessment District No. 23, ratifying action taken by County officers toward the levy of assessments, and providing other matters related thereto.

BILL NO. 1172

ORDINANCE NO. 997

AN ORDINANCE CONCERNING THE WASHOE COUNTY, NEVADA SPECIAL ASSESSMENT DISTRICT NO. 23; PROVIDING FOR THE PAYMENT OF THE COSTS AND EXPENSES OF A PROJECT IN THE DISTRICT; ASSESSING THE COST OF SUCH PROJECT AGAINST THE ASSESSABLE PARCELS OF LAND BENEFITED BY SAID PROJECT; DESCRIBING THE MANNER FOR THE COLLECTION AND PAYMENT OF THE SPECIAL ASSESSMENTS; RATIFYING, APPROVING AND CONFIRMING ALL ACTION PREVIOUSLY TAKEN DIRECTED TOWARD THE ACQUISITION AND IMPROVEMENT OF SUCH PROJECT; PRESCRIBING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

WHEREAS, Washoe County in the State of Nevada (the "County" and "State", respectively), is a county organized and operating under the laws of the State of Nevada; and

WHEREAS, the Board of County Commissioners of Washoe County (the "Board") has heretofore, pursuant to the requisite preliminary proceedings, created the Washoe County, Nevada Special Assessment District No. 23 (the "District") for the purpose of acquiring and improving a project (the "Project") and has provided that the entire cost and expense of the Project shall be paid by special assessments, according to benefits levied against the benefited lots, tracts and parcels of land in the District; and

WHEREAS, there has heretofore been presented to the Board a written petition from Southwest Pointe Associates, L.L.C. and Redfield (collectively, the "Developers"), requesting the County to

initiate the acquisition and improvement of the Project, to issue bonds and levy assessments and requesting the County to proceed with certain actions required by Chapter 271, Nevada Revised Statutes and all laws amendatory thereof and supplemental thereto (the "Act"); and

WHEREAS, the Developers are the owner of 100% of the property comprising the District (except for property owned by the County and other governments); and

WHEREAS, the County and the Developers have, pursuant to such petition, entered into a funding and construction agreement (the "Financing Agreement") for the acquisition and improvement of the Project which contains the terms and conditions required by NRS 271.710 and 271.720; and

WHEREAS, the District has been created by an Ordinance designated as the "Washoe County, Nevada Special Assessment District No. 23 Creation Ordinance" heretofore approved by the Board under the provisions of the Act; and

WHEREAS, the Board has heretofore determined that the entire cost and expense to the County of the acquisition and improvement of the Project is to be paid by special assessments levied against the benefited lots, tracts and parcels of land in the District; and

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

WHEREAS, the Board has heretofore determined and does hereby declare that the net cost to the County of the Project is \$ 12,825,000, of which \$-0- is available from other sources and \$ 12,825,000 is to be assessed upon the benefited lots, tracts and parcels of land in the District; and

WHEREAS, the Board, by resolution duly adopted, directed the Utility Services Manager and the Director of Public Works (collectively, the "Engineer") to make out a preliminary assessment roll; and

WHEREAS, after determination of the cost and expense of the acquisition and improvement of the Project to be paid by the property specially benefited, the Board, together with the Engineer, made out an assessment roll containing, among other things, the name and address of

the last-known owner of the property to be assessed, a description of each lot, tract and parcel of land to be assessed, and the amount of the assessment thereon and has filed the assessment roll with the County Clerk; and

WHEREAS, the Board, by resolution duly adopted and confirmed the assessment roll to be in final form; and

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

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

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

Section 1. All actions, proceedings, matters and things heretofore taken, had and done by the County and the officers thereof (not inconsistent with the provisions of this Washoe County, Nevada Special Assessment District No. 23 Assessment Ordinance (the "Ordinance")) concerning the District, including, but not limited to, the acquisition and improvement of the Project, the levy of assessments for those purposes, and the validation and confirmation of the assessment roll and the assessments therein, are ratified, approved and confirmed.

Section 2. For the purpose of paying the cost and expense of acquisition and improvement of the Project by the County, there are hereby levied and assessed against the lots, tracts and parcels of land in the District specially benefited by the Project and described in the assessment roll for the District, as filed in the office of the County Clerk on October 14, 1997, the amounts and assessments shown in the assessment roll (as so filed and confirmed). The Board hereby finds and determines that such assessments do not exceed the benefits to the property assessed nor the total cost and expense of the acquisition and improvement of the Project payable from assessments as heretofore determined and do not exceed the reasonable market value of the lots, tracts and parcels of land to be assessed.

Section 3. The Developers pursuant to the Financing Agreement have elected to

pay the assessments in installments, with interest as hereinafter provided. The unpaid assessments shall be payable in thirty-nine (39) substantially equal semiannual installments of principal and interest until paid in full, with interest in all cases on the unpaid and deferred installments of principal from the effective date of this Ordinance at a rate or rates which will equal one percent (1%) where the highest reoffering yield on the Bonds issued for the District, both principal and interest on such assessments being payable semiannually at the office of the County Treasurer on March 1 and September 1 in each year, commencing on September 1, 1998. Before Bonds are issued, the Board shall by resolution fix the rate or rates of interest on the unpaid and deferred installments of the assessments. The effective interest rate on the Bonds will not exceed the statutory maximum rate, i.e., will not exceed by more than three percent (3%) the "Index of Twenty Bonds" which is most recently published in The Bond Buyer before a negotiated offer for the sale of the Bonds is accepted.

The interest rate on the unpaid and deferred installments of principal of the assessments shall be zero per cent (0%) from the effective date of this Ordinance until March 1, 1998 and thereafter shall be as provided in the forgoing paragraph.

The installments of the assessments shall be payable at the office of the County Treasurer. Pursuant to NRS 271.415(5), the County Treasurer shall notify the owners of real property within the District of the amounts becoming due promptly after each February 1 and August 1; such notice shall state that the assessment installment is payable not later than the March 1 or September 1 next succeeding such notice. Except as hereinafter provided, failure to pay any installment, whether of principal or interest, when due shall cause the whole amount of the unpaid principal of such assessment to become due and payable immediately, at the option of the County, the exercise of said option to be indicated by the commencement of foreclosure or sale proceedings by the County; and the whole amount of the unpaid principal and accrued interest shall, after such delinquency, whether said option is or is not exercised, bear a penalty at the rate of 2% per month (or at any higher rate authorized by statute) until the day of sale, or until paid, but at any time prior to the date of the sale the owner may pay the amount of all delinquent installments originally becoming due on or before the date of said payment, with accrued interest thereon and all penalties and costs of collection accrued, and shall thereupon be restored to the right thereafter to pay in

installments in the same manner as if default had not been suffered. The Board may permit the County Treasurer to waive the 2% penalty in the case of any Assessment that is not more than 15 days late, subject to such terms and conditions specified by the Board.

The owner of any property assessed and not in default as to any assessment installment or payment may, at any time (at the option of such owner), pay the whole or any portion of the unpaid principal with interest accruing thereon to the next assessment payment date, together with a pre-payment premium equal to 2% of the principal amount so prepaid. If the Bonds may then be redeemed without the payment of any premium, the County, in its sole discretion, may waive the requirement of payment of the redemption premium. No waiver for a particular prepayment premium shall be deemed to be a waiver for any other prepayment premium. After any partial prepayment of an assessment, the County Treasurer shall re-amortize the assessment installments due on the parcel on which the partial prepayment was made, so that the remaining installments are equal semiannual installments of principal and interest with a final due date of September 1, 2017.

In connection with a refinancing of the Bonds, the County may reamortize the assessment installments in any manner that does not increase the amount of the assessment installment or lengthen the term of the payment of the assessment.

Section 4. The amounts assessed as aforesaid shall be a lien upon said lots, tracts and parcels of land from the effective date of this Ordinance until paid, coequal with the latest lien thereon to secure the payment of general (ad valorem) taxes and prior and superior to all other liens, claims, encumbrances and titles (other than the liens of assessments and general (ad valorem) taxes). The sale of any such lot, tract or parcel of land for general or other taxes shall not relieve such lot, tract or parcel of land from such assessment or the lien therefor. Such amounts shall continue to be a lien upon the lots, tracts and parcels of land assessed until paid in full (including all principal and the interest thereon, and any penalties and collection costs).

Section 5. Should any lot, tract or parcel of land within the District be divided after the effective date of this Ordinance and before the collection of all the assessment installments, the Board may require the Treasurer of the County to apportion the uncollected amounts upon the several parts of land so divided. The report of such an apportionment, when approved, shall be conclusive on all the parties, and all assessments thereafter made upon the tracts shall thereafter be

according to the subdivision. The report, when approved, shall be recorded in the office of the County Recorder of Washoe County, Nevada, together with a statement that the current payment status of any of the assessments may be obtained from the County Treasurer. Neither the failure to record the report nor any defect in the report as recorded shall affect the validity of the assessments, the lien for the payment thereof or the priority of that lien. The County also reserves the right, at its sole discretion, to continue to reapportion assessments in accordance with the provisions of NRS 271.425, as amended by Ch. 523, Statutes of Nevada, 1997.

Section 6. In case any such lot, tract or parcel of land so assessed is delinquent in the payment of such assessment or any installment of principal or interest, the County Treasurer promptly shall mark the assessment installment delinquent on the assessment roll for the District and shall notify the owner of such delinquent property, if known, in writing of such delinquency, by first-class mail, postage prepaid, addressed to the addressee's last-known address. Unless such assessment installment plus accrued interest and penalties thereon are immediately paid in full, the County Treasurer shall enforce the collection of the delinquent assessment with the other taxes in the general assessment roll of the County and in the same manner. Unless otherwise directed by the Board, in the case of such a collection, the County Treasurer shall determine whether to cause the whole amount of the unpaid assessment with respect to such property to be immediately due and payable. Alternatively, at the direction of the Board, the County may proceed with the collection or enforcement of any delinquent assessment installment, or the whole amount of the unpaid assessment with respect to such property if the County has exercised its option to cause the whole amount of the unpaid assessment with respect to such property to become due and payable (i) by a foreclosure action brought in the district court located in and for the County or (ii) by directing the Treasurer of the County to give notice of the sale of the property subject to the lien of the delinquent assessment and to otherwise proceed to foreclose on the assessment as provided in NRS 271.540 to 271.625, inclusive. All proceedings supplemental to the judgment in any foreclosure action, including appeal, period of redemption, sale and the issuance of a deed, shall be conducted in accordance with the law relating to property sold upon foreclosure of mortgages or liens upon real property, except that there shall be no personal liability upon the defendants for any deficiency in the proceeds of such sale. If any such sale or foreclosure is not promptly filed and diligently

prosecuted by the County, any bondholder may file and prosecute a foreclosure action in the name of the County. Any bondholder may also proceed against the County to protect and enforce the rights of the owners of the Bonds under this Ordinance and the Act by suit, action or special proceedings in equity or at law, either for the appointment of a receiver or for the specific performance of any provision contained herein or in the Act or in an award of execution of any power herein granted for the enforcement of any proper legal or equitable remedy as such bondholder may deem most effectual to protect and enforce the rights aforesaid. All such proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all owners of the Bonds then outstanding. The failure of the bondholders so to foreclose upon the property which is the subject of such delinquent assessments or so to proceed against the County, or both, shall not relieve the County or any of its officers, agents or employees of any duty so to take the actions hereinabove set forth.

Section 7. The County Clerk is hereby directed to deliver to the County Assessor and the County Recorder of Washoe County, Nevada, a copy of the final assessment roll containing a description of the lots, tracts and parcels of land being assessed, with the amount of the assessment levied upon each and the name and address of the owner against whom the assessment was made, together with a statement that the current payment status of any of the assessments may be obtained from the County Treasurer. Neither the failure to record the assessment roll as provided in this Section nor any defect in the roll as recorded shall affect the validity of the assessments, the lien for the payment thereof or the priority of that lien. The County Treasurer is hereby directed to collect the amounts assessed as a tax upon the lots, tracts and parcels of land to which they were assessed.

Section 8. In accordance with NRS 271.390(2), the County Clerk shall give written notice of the levy of assessments by mailing a copy of such notice, postage prepaid, promptly after the effective date of this Ordinance, to the owners of all property upon which the assessment was levied at their last-known address or addresses. Proof of such mailing shall be made by the affidavit of the County Clerk, provided, however, that failure to mail any such notice or notices shall not invalidate any assessment or any other proceedings concerning the District. Proof of the mailing shall be maintained in the permanent records of the office of the County Clerk until all special assessments and all Bonds shall have been paid in full, as to both principal and interest, or until any

claim is barred by an appropriate statute of limitations. The Board hereby determines that the manner of giving notice herein provided by mail is reasonably calculated to inform the parties of the proceedings concerning the District and the levy of assessments which may directly and adversely affect their legally protected interests.

Section 9. The notice provided for in NRS 271.390(2) and in Section 8 of this Ordinance shall be in substantially the following form:

(Form of Notice)

NOTICE TO PROPERTY OWNERS OF THE LEVY OF ASSESSMENTS FOR
IMPROVEMENTS IN THE
WASHOE COUNTY, NEVADA SPECIAL ASSESSMENT DISTRICT NO. 23

NOTICE IS HEREBY GIVEN to the owners of all property upon which an assessment has been levied that, by an ordinance introduced, duly passed, adopted, signed and approved on October 14, 1997 (the "Ordinance"), there were levied and assessed against the lots, tracts and parcels of land specially benefited by the local improvements in what is designated as the "Washoe County, Nevada Special Assessment District No. 23" (said lots, tracts and parcels of land being more specifically described in the assessment roll designated in the Ordinance), the costs and expenses of such improvements.

The assessments are payable at the times and in the amounts specified in the Ordinance. Failure to pay any assessment installment, whether of principal or interest or otherwise, when due shall cause the whole of the unpaid principal of such assessment to become due and payable immediately at the option of the County, the exercise of said option to be indicated by the commencement of enforcement sale or foreclosure proceedings by the County; and the whole amount of the unpaid principal and accrued interest shall, after such delinquency, whether the County's option is or is not exercised, bear a penalty at the rate of 2% per month (or at any higher rate authorized by statute) until the day of sale or until paid, but at any time prior to the date of sale, the owner may pay the amount of all delinquent installments originally becoming due on or before the date of payment, with accrued interest thereon and all penalties and costs of collection accrued, and will thereupon be restored to the right thereafter to pay in installments in the same manner as if default had not been suffered. The owner of any property assessed and not in default as to any assessment installment or payment may, at any time (at the option of such owner), pay the whole or any portion of the unpaid principal with interest accruing thereon to the next assessment installment payment date together with the payment of prepayment penalty of 2% of the principal amount to

be prepaid, all as specified in more detail in the Ordinance.

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

The amounts assessed as aforesaid constitute a lien upon said lots, tracts and parcels of land from October 28, 1997, which lien shall be coequal with the latest lien thereon to secure the payment of general (ad valorem) taxes and prior and superior to all other liens, claims, encumbrances and titles (other than the liens of assessments and general (ad valorem) taxes.) The sale of any such lot, tract or parcel of land for general (ad valorem) taxes shall not relieve such lot, tract or parcel of land from such assessment or the lien therefor.

DATED this October 14, 1997.

/s/ Judi Bailey
County Clerk

Amount of assessment \$ _____

Description of property assessed _____

(End of Form of Notice)

Section 10. The officers of the County are authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Ordinance, including without limiting the generality of the foregoing, the preparation of all necessary documents, legal proceedings and other items necessary or desirable for the issuance of the Bonds.

Section 11. All ordinances, resolutions, bylaws and orders, or parts thereof, in conflict with the provisions of this Ordinance are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any ordinance, resolution, bylaw or order, or part thereof, heretofore repealed.

Section 12. This Ordinance, immediately upon its final passage and adoption, shall be recorded in the official records of the County kept for that purpose, shall be signed by the Chairman, shall be attested by the County Clerk, and the seal of the County shall be affixed thereto.

Section 14. After final adoption of this Ordinance, this Ordinance shall be published once a week for two consecutive weeks by title and shall be in effect on the date of its second publication by its title only, together with the names of the Board members voting for or against its passage, such publication to be made in a newspaper published and having a general circulation in the County, and such publication to be in substantially the following form:

(Form of Publication)

BILL NO. 97-__

ORDINANCE NO. __

AN ORDINANCE CONCERNING THE WASHOE COUNTY, NEVADA SPECIAL ASSESSMENT DISTRICT NO. 23; PROVIDING FOR THE PAYMENT OF THE COSTS AND EXPENSES OF A PROJECT IN THE DISTRICT; ASSESSING THE COST OF SUCH PROJECT AGAINST THE ASSESSABLE PARCELS OF LAND BENEFITED BY SAID PROJECT; DESCRIBING THE MANNER FOR THE COLLECTION AND PAYMENT OF THE SPECIAL ASSESSMENTS; RATIFYING, APPROVING AND CONFIRMING ALL ACTION PREVIOUSLY TAKEN DIRECTED TOWARD THE ACQUISITION AND IMPROVEMENT OF SUCH PROJECT; PRESCRIBING OTHER MATTERS RELATING THERETO; AND PROVIDING THE EFFECTIVE DATE HEREOF.

PUBLIC NOTICE IS HEREBY GIVEN that the above entitled Ordinance was proposed by Commissioner _____ on the 14th day of October, 1997 and was passed and adopted at a regular meeting of the Washoe County Board of County Commissioners held on the 14th day of October, 1997 by the following vote of the Board:

Those Voting Aye:

Joanne Bond

Sue Camp

Jim Galloway

Mike Mouliot

Jim Shaw

Those Voting Nay: _____

Those Absent: _____

This Ordinance shall be in full force and effect from and after the ____ day of

_____, 1997, i.e., the date of its second publication by title only.

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

/s/ Joanne Bond _____
Chairman,
Board of County Commissioners
Washoe County, Nevada

(SEAL)

Attest:

/s/ Judi Bailey _____
County Clerk

(End of Form of Publication)

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

PASSED, ADOPTED, SIGNED AND APPROVED this 14th day of October, 1997

Vote:

Those Voting Aye:

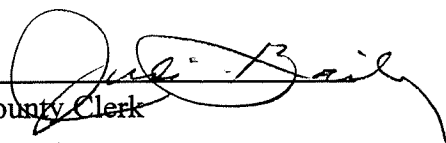
- Sue Camp
- Jim Galloway
- Mike Mouliot
- Jim Shaw

Those Voting Nay:

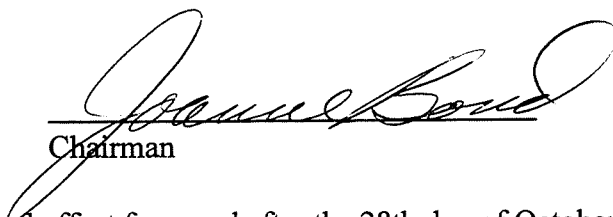
Those Absent:

Joanne Bond

Attest:



 County Clerk



 Chairman

This Ordinance shall be in force and effect from and after the 28th day of October, 1997, i.e., the date of the second the publication of such Ordinance by its title only.