

RESOLUTION NO. _____

A RESOLUTION APPROVING A REMARKETING AGREEMENT WITH
BOFA SECURITIES, INC., RELATED TO THE COUNTY'S AIRPORT
SYSTEM SUBORDINATE LIEN REVENUE BONDS, SERIES 2008D-3.

WHEREAS, Clark County, Nevada (the "County") has previously issued its Clark County, Nevada, Airport System Subordinate Lien Revenue Bonds, Series 2008D-3 (the "Bonds") pursuant to a Master Indenture of Trust, dated as of May 1, 2003 (as amended, the "Master Indenture"), by and between the Issuer and The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), and the Amended and Restated 2008 Series D Indenture, dated as of March 1, 2011 (the "Series Indenture" and together with the Master Indenture, the "Indenture"), by and between the Issuer and the Trustee; and

WHEREAS, the County, pursuant to the terms and provisions of the Indenture, has determined to appoint BofA Securities, Inc. ("BofA"), as successor Remarketing Agent under the Indenture in respect of the Bonds, and the Remarketing Agent has agreed to accept such duties and responsibilities upon the terms and conditions set forth in this Remarketing Agreement; and

WHEREAS, the form of the Remarketing Agreement between the County and BofA (the "Remarketing Agreement") has been placed on file with the County Clerk.

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

Section 1. The Remarketing Agreement is hereby approved in substantially the form placed on file with the County Clerk. The Remarketing Agreement may be executed by the County's Director of Aviation in substantially the form presented to the County Clerk, with such changes and the County's Director of Aviation deems necessary. The Director of Aviation is hereby further authorized to take such further action as may be necessary to remove the existing remarketing agent for the Bonds and substitute BofA for such entity.

Section 2. All resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of the inconsistency. This repealer shall not be construed to revive any resolution, or part thereof, heretofore repealed.

Section 3. If any section, subsection, paragraph, clause or other provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, subsection, paragraph, clause or other provision shall not affect any of the remaining provisions of this resolution.

Section 4. All action heretofore taken (not inconsistent with the provisions of this resolution) by the Board or the officers of the County is hereby ratified, approved and confirmed.

Section 5. This resolution shall become effective and be in force immediately upon its adoption.

INTRODUCED, ADOPTED AND APPROVED this March 5, 2024.

Tick Segerblom, Chair
Board of County Commissioners
Clark County, Nevada

Attest:

Lynn Marie Goya, County Clerk

STATE OF NEVADA)
) SS.
CLARK COUNTY)

I, Lynn Marie Goya, the duly chosen and qualified County Clerk of Clark County, Nevada (the “County”), in the State of Nevada (the “State”), do hereby certify:

1. The foregoing pages are a true, correct copy of a resolution of the Board of County Commissioners of the County (the “Board”) adopted at a meeting of the Board held on March 5, 2024.

2. All members of the Board were given due and proper notice of such meeting and voted on such resolution as follows:

Those Voting Aye:

[illegible]

Those Voting Nay:

Those Absent:

Those Abstaining:

3. Public notice of the meeting was given and the meeting was held and conducted in full compliance with the provisions of NRS 241.020. A copy of the notice of the meeting and excerpt from the agenda the meeting relating to the resolution, as posted at least 3 working days in advance of the meeting on the County's website, the State of Nevada's official website and at the Board's office are attached as Exhibit A.

4. A copy of the notice was transmitted by mail or electronic mail to each person, if any, who has requested notice of the meetings of the Board. Such notice, if mailed, was delivered to the postal service no later than 9:00 a.m. on the third working day prior to the meeting.

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 notice of meetings of the Board in compliance with NRS 241.020(3)(b) by United States Mail, or if feasible and agreed to by the requestor, by electronic mail.

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

IN WITNESS WHEREOF, I have hereunto set my hand this March 5, 2024.

Lynn Marie Goya, County Clerk

EXHIBIT A

(Attach Copy of Notice of
March 5, 2024 Meeting)