State of Nevada
STATE BOARD OF FINANCE

PUBLIC NOTICE

AGENDA

MEETING OF THE STATE BOARD OF FINANCE
December 19, 2024
1:00 P.M.

Locations:

Old Assembly Chambers
Capitol Building, Second Floor
101 N. Carson Street
Carson City, NV 89701

Governor's Office Conference Room
1 State of Nevada Way, Fourth Floor
Las Vegas, NV 89119

Videoconference Link: **Join the meeting now**
Meeting ID: 256 494 090 216

Dial-in by phone:
+1 775-321-6111
Phone conference ID: 276 525 280#

YouTube Livestream: https://www.youtube.com/watch?v=W-3OFcmkKxA

Agenda Items:

1. Roll Call.

   Presenter: Lori Hoover, Chief Deputy, Nevada State Treasurer's Office

2. Public Comment.
   Comments from the public are invited at this time. Pursuant to NRS 241.020(3)(d)(7), the Board intends to limit to 3 minutes the time for an individual to speak and may impose reasonable restrictions on place or manner for such comment. No restriction will be imposed based on viewpoint. Comments will only be received on matters relevant to the Board's jurisdiction. The Board may discuss but is precluded from acting on items raised during Public Comment that are not on the agenda.

   Presenter: Joe Lombardo, Governor of the State of Nevada

3. **For discussion and for possible action:** For discussion and for possible action on the Board of Finance minutes from the meeting held on October 4, 2024.

   Presenter: Joe Lombardo, Governor of the State of Nevada

4. **For discussion and for possible action:** For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $20,400,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the construction of a 105-unit affordable family apartment complex located in North Las Vegas. The project developer is NPR Lone star Development. The borrower entity will be Pecos Apartments LP. Key Community Development Corporation will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4).

   Presenter: Stephen Aichroth, Administrator, Nevada Housing Division

5. **For discussion and for possible action:** For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $90,600,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the construction of a 402-unit family apartment complex in Reno, Nevada. The project developer is Dominium Development. The borrower entity will Reno Leased Housing Associates I. Polaris Capital will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4).

   Presenter: Stephen Aichroth, Administrator, Nevada Housing Division

6. **For discussion and for possible action:** For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $17,000,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the acquisition and rehabilitation of a 150-unit senior apartment complex located in Laughlin. The project developers are Vintage Housing and Greenstreet Development. The borrower entity will be Vintage at Lauglin 2 LP. R4 Capital will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4).

   Presenter: Stephen Aichroth, Administrator, Nevada Housing Division

7. **For discussion and for possible action:** For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $35,500,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the acquisition and rehabilitation of a 300-unit family apartment complex located in Laughlin. The project developers are Vintage Housing

and Greenstreet Development. The borrower entity will be Vista Creek by Vintage, LP. R4 Capital will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4).

Presenter: Stephen Aichroth, Administrator, Nevada Housing Division

8. **For discussion and for possible action:** For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up Single-Family Mortgage Revenue Bonds, in an amount not to exceed $225,000,000 to be issued in one or more series. Approval of the Board of Finance is required pursuant to NRS 319.270(4).

   Presenter: Stephen Aichroth, Administrator, Nevada Housing Division

9. **For discussion and for possible action:** For discussion and for possible action on a resolution designated the "2025A Capital Improvement and Cultural Affairs Refunding Bond Resolution"; approving the issuance and sale of the State of Nevada, General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A, in the aggregate principal amount not to exceed $181,740,000; providing for the purpose for which such bonds are issued, the form, terms, and conditions of such bonds, and other details in connection therewith; providing for the levy and collection of annual general (ad valorem) taxes for the payment of such bonds; and providing other related matters. See Attachment A for approval.

   Presenter: Cari Eaton, Deputy Treasurer of Debt Management, Nevada State Treasurer's Office

10. **Informational Item:** regarding the State Treasurer's quarterly investment report for the quarter ended September 30, 2024.

    Presenter: Steven Hale, Deputy Treasurer of Investments, Nevada State Treasurer's Office

11. **For discussion and for possible action:** on Carson City Treasurer's request for approval of Meeder Public Funds as an approved investment advisor pursuant to NRS 355.171, subsection 3.

    Presenter: Steven Hale, Deputy Treasurer of Investments, Nevada State Treasurer's Office

12. **For discussion and for possible action:** to approve or disapprove the Treasurer's investment policies for the General Portfolio and the Local Government Investment Pool dated July 2022. Approval of the Board of Finance is required pursuant to NRS 355.045.

Presenter: Steven Hale, Deputy Treasurer of Investments, Nevada State Treasurer's Office

13. Public Comment.
Comments from the public are invited at this time. Pursuant to NRS 241.020(3)(d)(7), the Board intends to limit to 3 minutes the time for an individual to speak and reserves the right to impose other reasonable restrictions on place or manner for such comment. No restriction will be imposed based on viewpoint. Comments will only be received on matters relevant to the Board's jurisdiction. The Board may discuss but is precluded from acting on items raised during Public Comment that are not on the agenda.

ADJOURNMENT

Notes:
Items may be taken out of order; items may be combined for consideration by the public body, and items may be pulled or removed from the agenda at any time.

Prior to the commencement and conclusion of a quasi-judicial proceeding that may affect the due process rights of an individual, the Board may refuse to consider public comment. See NRS 233B.126.

The State Board of Finance is pleased to make reasonable accommodations for persons with physical disabilities. Please call (775) 684-5753 if assistance is needed.

Lori Hoover, Secretary to the Board, may be contacted at (775) 684-5753 to obtain copies of supporting materials, which are available to the public at 101 N. Carson St., Suite 4, Carson City, NV 89701.

THIS AGENDA HAS BEEN POSTED IN THE FOLLOWING PUBLIC LOCATIONS:
- **Capitol Building, 1st & 2nd Floors, Carson City, Nevada**
- **Legislative Building, Carson City, Nevada**
- **Nevada State Library, Carson City, Nevada**
- **Blasdel Building, Carson City, Nevada**
- **1 State of Nevada Way, Las Vegas, Nevada**

Also online at: http://www.nevadatreasurer.gov/Finances/Board/BOF_Home/ and https://notice.nv.gov/

STATE BOARD OF FINANCE
October 4, 2024 – 1:00 pm
Summary Minutes

Location:
Via videoconference at the following locations:

Old Assembly Chambers	Governor's Office Conference Room
Capitol Building, 2nd Floor	1 State of Nevada Way, 4th Floor
101 N. Carson Street	Las Vegas, NV 89119
Carson City, NV 89701	

Treasurer Conine called the meeting to order at 1:00 pm.

Board members present:
Governor Joe Lombardo – Las Vegas
Treasurer Zach Conine – Las Vegas
Controller Andy Matthews – Las Vegas
David R. Navarro – Las Vegas
Benjamin Edwards – Las Vegas

Others present:

Jim Wells:	Governor's Office
Nicole Ting:	Attorney General's Office
Lori Hoover:	Treasurer's Office
Emily Nagel:	Treasurer's Office
Itzel Fausto:	Treasurer's Office
Veronica Kilgore:	Treasurer's Office
Stephen Aichroth:	Nevada Housing Division
Christine Hess:	Nevada Housing Division
Cody Roskelley:	Michael's Organization
Eric Novak:	Praxis Consulting
Maggie Marshall:	PFM

Agenda Item 2 – Public Comment.

No public comment in Carson City or Las Vegas. No written public comment.

Agenda Item 3 – For discussion and possible action – on the Board of Finance minutes from the meeting held on August 8, 2024.

Treasurer Conine moved to approve the minutes. Motion passed unanimously.

Agenda Item 4 – For possible action and possible action: For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $26,000,000 of Multi-Unit Housing Revenue Bonds (28th & Sunrise Apartments), for the purpose of construction of a 121-unit affordable family housing rental project in Las Vegas, Nevada. The project developers are the Southern Nevada Regional Housing

Authority (Affordable Housing Program Inc) and the Michaels Development Company. The borrower entity will be 28 & Sunrise LLC. The managing member will be co-owned by Affordable Housing Program, Inc. and Michaels Development Company. US Bank will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4). The 28th and Sunrise project was originally approved by the Board of Finance in June of 2024 for an amount of up to $26 million in Multi-Unit Housing Revenue Bonds.

Stephen Aichroth with the Nevada Housing Authority presented the request to seek approval the Administrator's Findings of Fact pertaining to the issuance of up to $26 million of Nevada Housing Division's (NHD) multi-unit housing revenue bonds for the 28th and Sunrise Apartments. The bonds will be used for the new construction of a 121-unit affordable family apartment complex in Central Las Vegas. He noted the Board had previously heard this agenda item in June of 2024 where it was approved. The bond issuance has changed from a public offering to a private placement. The amount of bonding authority has not changed, nor have the principles in the deal, however due to the new structure of the bonds, they are seeking reapproval for this item. He reviewed that in the financing aspect, the construction phase will be issued by the division as a direct placement with US Bank, the permanent will be with Freddie Mac and will result in a production of transaction costs or reduced closing timeframe, and an opportunity to enter into an early interest rate lock.

Motion to approve agenda item 4 from Controller Matthews. Motion passed unanimously.

Agenda Item 5 – For discussion and possible action: For discussion and for possible action on the Nevada Housing Division's request to approve the Administrator's Findings of Fact pertaining to the issuance of up to $20,000,000 of Multi-Unit Housing Revenue Bonds (Duncan & Edwards Apartments), for the purpose of construction of an 80-unit affordable family housing rental project in Las Vegas, Nevada. The project developers are the Southern Nevada Regional Housing Authority (Affordable Housing Program Inc) and the Michaels Development Company. The borrower entity will be Duncan Edwards-Michaels LLC. The managing member will be co-owned by Affordable Housing Program, Inc. and Michaels Development Company. US Bank will be the equity investor partner. Approval of the Board of Finance is required pursuant to NRS 319.270(4). The Duncan & Edwards project was originally approved by the Board of Finance in June of 2024 for an amount of up to $20 million in Multi-Unit Housing Revenue Bonds.

Mr. Aichroth presented this request for approval of the Board for the findings of facts pertaining to the issuance of up to $20 million of NHD multi-unit housing revenue bonds for the Duncan and Edwards project. These bonds will be used to provide for the new construction of an 80-unit affordable family apartment complex. This agenda item was initially presented in June of 2024 and the bond issuance has changed from a public to a private placement.

Motion to approve agenda item 5 from Member Edwards. Motion passed unanimously.

Agenda Item 6 – For Discussion: For discussion on the NewWest Community Funding Update

Mr. Aichroth presented this agenda item. He noted the information is supplied in the meeting materials which entails their Growing Affordable Housing Program which they refer to as GAHP. They established it back in 2016 by using division funds to provide for the last bit of monies into a particular deal. He used an analogy explaining as if you walk into a Dollar store with $0.91 in your pocket, you come out with nothing, but if you walk into a dollar store with a dollar in your pocket, you do come out with something. He noted that the $3,000,000 is very pertinent to getting these deals over the curb. Since 2016, roughly 20 projects have received the funding. He reviewed that in 2023 and 2024, projects were using a lot of ARPA and Home Means Nevada dollars for that GAHP financing and with those projects now being approved, they have created a pilot program where they basically combined some private financing with public to get above that $3,000,000 historical GAHP financing product. He noted that with this project they can go up to $5,000,00 and the interest rate has been increased but still below market as they are able to combine those funds.

Christine Hess with the NHD reviewed the financial structure and noted that while this initial loan is considered to be a pilot, they are hopeful that this is a model that can be duplicated. This new structure allows the division to turn the funds more quickly because this debt is subordinate debt and typically the repayment starts after the divert deferred developer fee is paid off. She expressed while they're excited to have done all these projects since 2016, it makes the revolving loan fund feature a slower return. This model currently allows a partner which is NewWest Community Capital. They are a Community Development Finance Institute, based in Boise. She stated they are certainly a critical partner here in Nevada as a target audience. It's allowed that partner to come in and contribute to this affordable housing project and additionally, is providing a structure that is allowing for a quicker return on those funds. They are hopeful that this can be a model that works for some of their projects as the GAHPs continue to be greater than $3 million.

Governor Lombardo asked why the threshold is $3 million.

Mr. Aichroth noted going back to 2016 when they identified the capital stacks, where that was the typical GAHP that they saw in those projects showing that 9% that came in that were missing in that $3 million did seem to fill that GAHP. His guesstimate with inflation nowadays is probably more equivalent to $4.2 to $4.5 million than the $3 million. He stated they constantly review the division reserves that they can use for this program where they may have to increase that.

Ms. Hess went over the steps taken to review that process as the Governor asked if its accomplished statutorily. She noted that it is an internal policy decision as they are actively analyzing the process to apply for bonds and aspects on how they structure GAHP financing. Although the GAHPs have gotten longer, they still have a limited pool of funds and even though it’s a revolving loan fund, it doesn’t turn quick enough. She explained that if the division were to put in $6 million then it would tax the division’s reserves and would be limited in the number of projects they can do. Therefore, with this creative method, the Administrator and herself are anticipating coming forward with an ability to fill larger GAHPs come this winter and spring.

Governor Lombardo asked how they identify who their partner will be such as NewWest Community.

Ms. Hess noted that about a year and a half ago when she started working for the state, she asked how they are going to work with NewWest because they've had a great partnership for the last four years and the principal of NewWest mentioned they could consider participation or partnering on some GAHP financing as they also got to know more specific to the project. She reviewed that any CDFI can come to the division and will connect them with the developers if they'd like to participate in this and it's why the structure is described an 18-year term. Not every CDFI goes out that long so there may be few who do that, but the term and the structure of the loan could look different. She concluded stating the program would be the partnership to provide increased funding and it will really depend on the developer and the private finance partner that's interested.

This agenda item is informational only and therefore does not require a vote of members.

Agenda Item 7– Public Comment
No public comment in Carson City or Las Vegas.

Meeting adjourned at 1:16 pm.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

1830 E. College Parkway, Suite 200
Carson City, NV 89706

DATE: December 5, 2024

TO: State Board of Finance

AGENDA ITEM: Approval of the Findings of Fact of the Administrator of the Nevada Housing Division concerning the Multi-Unit Housing Revenue Bonds (Pecos Apartments)

PETITIONER: Steve Aichroth – Administrator, Nevada Housing Division

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A. Time and Place of Meeting:

1:00 p.m., Thursday, December 19, 2024, at the Old Assembly Chambers of the Capitol Building, 101 N. Carson Street, Carson City, Nevada 89701.

B. Matter to be reviewed: The Findings of Fact ("Findings") of the Administrator of the Housing Division concerning the Multi-Unit Housing Revenue Bonds (Pecos Apartments).

C. The Findings relate to the issuance of up to $20,400,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the construction of a 105-unit affordable family apartment complex located at 6555 N Pecos Rd., North Las Vegas, Nevada (the "Project").

D. The Housing Division will issue up to $20,400,000 of multi-unit housing revenue bonds which will be issued via a public bond offering with KeyBanc Capital Markets serving as underwriter. The bonds will be subject to mandatory tender in connection with conversion to the permanent Phase. At that time, the tax-exempt bonds will be remarketed to a private investor and reduced to approximately $10,000,000. The borrower entity will be Pecos Apartments LP, a limited partnership consisting of NRP Pecos Apartments GP LLC as a 0.01% managing Member entity and Key Community Development Corporation (KCDC) as 99.99% Investor Member. KCDC will provide and equity investment of approximately $15,457,598 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits. The proposed financing structure is in compliance with NRS and NAC Chapters 319 (Nevada Housing Finance Law).

E. Background of Agenda Item:

The Project borrower/developer, in concert with the Housing Division's financial team and bond counsel, has prepared the necessary documents to implement this new construction housing project. Further, the project, as proposed, complies with the intent and purpose of Nevada Housing Finance Law. Also, the program and bond documents prepared will comply with the Internal Revenue Code of 1986 (United States Code Title 26), as amended.

F. Staff Recommendation:

The Administrator of the Housing Division, in consultation with the financial and lending professionals of the Housing Division, recommends approval of the Findings, to the Board of Finance, for the issuance by the Nevada Housing Division of an issue of bonds known as "Multi-Unit Housing Revenue Bonds (Pecos Apartments)."

G. Attorney Opinion:

The Findings of Fact of the Administrator of the Housing Division have been reviewed by the Housing Division's Legal Counsel; and assuming the factual matter stated therein is accurate, and except for the bond issue cash flow analyses and other financial and statistical data included therein as to which no opinion is expressed, the findings comply with the requirements of NRS 319.190, 319.260 and 319.270.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

FINDINGS OF FACT

Multi-Unit Housing Revenue Bonds
Pecos Apartments

In accordance with the requirements of NRS 319.190, 319.260 and 319.270, and based upon the memorandum of support, the Administrator of the Nevada Housing Division finds that:

1. There exists a shortage of decent, safe and sanitary family housing at rental rates that eligible families can afford within the North Las Vegas, Nevada rental housing markets, as determined by the Administrator.

2. Private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe and sanitary rental housing in such housing market areas at rental rates, which families of low and moderate income can afford.

3. The proposed multifamily project will increase the supply and improve the quality of decent, safe and sanitary rental housing for eligible families.

4. The rental housing to be assisted by the Housing Division pursuant to the provisions of NRS and NAC Chapter 319 will be for public use and will provide a material public benefit to North Las Vegas, Nevada.

5. The Housing Division's estimates of revenues to be derived from the mortgage made under the proposed project, together with all bond proceeds, all subsidies, grants or other financial assistance and guarantees issued from other entities to be received in connection with the bond financing, will be sufficient to pay the amount

estimated by the Housing Division as necessary for debt service on the bonds issued for the financing of the proposed project.

BY: ______________________________ DATE: ______________

Steve Aichroth
Administrator
Nevada Housing Division

December 5, 2024

Steve Aichroth, Administrator
Nevada Housing Division
1830 College Parkway, Suite 200
Carson City, NV 89706

Re: Pecos Apartments

Mr. Aichroth:

This Review and opinion are provided in support of the request by the Nevada Housing Division ("Division") to the State of Nevada Board of Finance for approval of the Findings of Fact regarding the Pecos Apartments project ("Project"). The Division is requesting authorization for issuance of tax-exempt multi-unit housing revenue bonds in an amount up to $20,400,000 to fund construction of this affordable family rental community in Las Vegas, Nevada.

PFM Financial Advisors LLC ("PFM") has reviewed the application of the borrower and related supporting material submitted to the Division. We have also discussed the Project and financing with representatives of the borrower, Division staff, and bond counsel.

The proposed financing will be a single series of publicly-offered bonds with underwriting provided by KeyBanc Capital Markets. At conversion, the bonds will be remarketed to a private investor through KeyBank as servicer. The overall financing is reviewed in greater detail in Exhibits A, B and D.

The proposed Project is viewed positively in the local community and is endorsed by the City of North Las Vegas. A tax-exempt financing by the Division of this Project is necessary for compliance with Federal tax rules to qualify the Project for 4% Low Income Housing Tax Credits. Equity proceeds from the sale of these credits are critical to achieve successful funding of the Project at the proposed restricted income levels.

In our opinion, the Project and the proposed financing meet the requirements of NRS 319.260 and NAC 319.712, and we recommend it for submittal to the Board of Finance for approval. Debt issuance will be subject to receipt of definitive loan and equity approval and final loan, bond, and tax documentation.

Sincerely,

PFM Financial Advisors LLC

Maggie Marshall

Maggie Marshall, *Senior Managing Consultant*

Exhibit A: Project Overview and Plan of Finance
Exhibit B: Project Operating Proforma
Exhibit C: Borrower Finance Plan Statement
Exhibit D: Borrower Provided Additional Detail

EXHIBIT A

PROJECT OVERVIEW AND PLAN OF FINANCE

The Project

The Project consists of construction of a new affordable family rental community to be located at Pecos Street and Rome Boulevard in North Las Vegas. It will be a 105-unit development situated on a site of approximately four acres. The units will be configured as one, two, three, and four-bedroom units across two four-story residential buildings. The site will also include a central community leasing office/clubhouse. Greater detail regarding the Project configuration and amenities is included in Exhibit D.

A summary of the unit mix and rent restrictions are provided in Table A.

Table A: Project Unit & Rent Profile

Unit Mix	AMI Restriction	Number Units	Unit Size (SF)	Allowable Monthly Rent [1]	Less Utility Allowance [2]	Tenant Share Monthly Rent[2]	Total Monthly Revenue	Total Annual Revenue
1 BR	50%	2	647	$893	$53	$840	$1,680	$20,160
1 BR	60%	8	647	$1,071	$53	$1,018	$8,144	$97,728
2 BR	50%	1	847	$1,071	$65	$1,006	$1,006	$12,072
2 BR	60%	19	847	$1,285	$65	$1,220	$23,180	$278,160
3 BR	50%	1	1236-1277	$1,238	$80	$1,158	$1,158	$13,896
3 BR	60%	54	1236-1277	$1,485	$80	$1,405	$75,870	$910,440
4 BR	50%	1	1,350	$1,381	$92	$1,289	$1,289	$15,468
4 BR	60%	19	1,350	$1,657	$92	$1,565	$29,735	$356,820
Total Units		105					$142,062	$1,704,744
							Ancillary Income	$25,200

[1] *2024 Income Limits (Las Vegas-Henderson-Paradise, NV MSA)*

[2] *Project-specific allowances provided by HUD*

Project Developers

NRP Lone Star Development
2 Cooper Street
Camden, NJ 08102

NRP has 30 years of affordable housing experience and has successfully developed 209 LIHTC and moderate-income projects, totaling 26,000+ affordable housing units, across the country. NRP is a nationally recognized developer of affordable and multi-family housing. In 2022, NRP was ranked #3 in Top Affordable Housing Developers by Affordable Housing Finance. NRP was ranked in the Top 5 Multifamily Development Firms by MultiHousing News in both 2022 and 2023. NRP was ranked a 2023 Top 10 Builder and Developer by the National Multifamily Housing Council's authoritative NMHC 50 ranking.

Greater detail regarding experience of the developers is contained in Exhibit D.

Borrower Entity

The borrower entity will be Pecos Apartments LP, a limited partnership consisting of NRP Pecos Apartments GP LLC as a 0.01% Managing Member entity and Key Community Development Corporation ("KCDC") as 99.99% Investor Member. KCDC will provide an equity investment of approximately $15,457,598 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits.

The periodic advances of the equity investment by Key Community Development Corporation are expected to occur as follows (subject to adjustment):

- 1st Installment: $2,318,640 at Closing (May 2025)
- 2nd Installment: $1,854,912 at 75% Completion (August 2026)
- 3rd Installment: $2,318,640 at Construction Completion (April 2027)
- 4th Installment: $8,965,406 at Delivery of IRS Form 8609 (May 2028)

Property Management

NRP Management will serve as the property manager for this property. NRP Management was formed in 2003 and is a is a full-service property manager with over 25,000 market rate, affordable and senior rental units under management.

Plan of Finance:

Project financing will be accomplished using debt issued via public bond offering with KeyBanc Capital Markets serving as underwriter. The construction phase will consist of tax-exempt bonds in an amount not to exceed $20,400,000. KeyBank National Association will provide a taxable loan during the construction period to provide construction funding in advance of the installments of tax credit equity. The taxable loan will not be issued through or administered by the Division.

The bonds will be subject to mandatory tender in connection with conversion to the Permanent Phase. At that time, the tax-exempt bonds will be remarketed to a private investor and reduced to approximately $10,000,000.

Greater detail regarding the debt financing is provided in the Bond/Loan Term section.

Reserves:

Following conversion, the Borrower will be required to fund deposits to a replacement reserve initially set at $300/unit/year. The Borrower will also be required to fund an Operating and Debt Service Reserve initially set at approximately $500,863.

Sources and Uses:

Project sources and uses are summarized in Table B:

Table B: Sources and Uses of Funds

Sources of Funds	Construction Phase	Permanent Phase	
NHD Bond Proceeds	$20,400,000	$10,000,000	
LIHTC Equity	$6,492,192	$15,457,598	
GAHP Loan	$2,400,000	$2,400,000	
Managing Member Contribution	$100	$100	
Clark County HOME	$1,000,000	$1,000,000	
City of North Las Vegas HOME	$500,000	$500,000	
Clark County CHF	$5,831,106	$9,200,000	
Cash Flow from Operations		$710,000	
Deferred Developer Fee		$2,318,204	
	$36,623,398	$41,585,902	
Uses of Funds			**$/Unit**
Land Cost	$4,500,000	$4,500,000	$42,857
Construction Hard Costs	$20,854,314	$20,854,314	$198,613
Soft Costs	$6,076,301	$6,135,681	$58,435
Construction Period Interest	$2,780,899	$2,780,899	$26,485
Contingencies	$1,390,145	$1,390,145	$13,239
Reserves		$500,863	$4,770
Developer Fee	$1,021,739	$5,424,000	$51,657
	$36,623,398	$41,585,902	$396,056

Bond Summary:

Dated:	As of Closing Date
Principal Amount:	Construction Phase: Estimated at $20,400,000 Permanent Phase: Estimated at $10,000,000
Term:	Construction Phase: 36 months Permanent Phase: 17 years (from Conversion); 40-year amortization factor
Bond Rate:	The bond rate will be fixed at pricing pursuant to a public offering. • The interest rate is estimated to be approximately 6.80% and is inclusive of Division and Trustee fees.
Redemption:	The bonds are subject to mandatory tender in connection with the Conversion Date, at which time the bonds will be remarketed and reduced in size. Conversion is expected to occur in May 2028. Terms of the Permanent Phase will be locked at the initial closing and included in the initial bond documents.
Fees:	1) Issuer Annual Fee @ 0.25% (25 bp) paid monthly in advance 2) Trustee Annual Fee @ 0.05% (5 bp) paid monthly in advance
Method of Sale:	Public offering
Rating:	Estimated “Aaa” by Moody’s Ratings
Underwriter:	KeyBanc Capital Markets

Nevada Housing Division

Multifamily Housing Revenue Bonds

Pecos Apartments

Series 2025

		2027	2028	2029	2030	2031	2032	2033	2034	2035	2036
INCOME		80%									
Annual Gross Rental Income		$ 1,704,744	$ 1,738,839	$ 1,773,616	$ 1,809,088	$ 1,845,270	$ 1,882,175	$ 1,919,819	$ 1,958,215	$ 1,997,379	$ 2,037,327
Other: Ancillary Revenue		$ 20,160	$ 25,704	$ 26,218	$ 26,742	$ 27,277	$ 27,823	$ 28,379	$ 28,947	$ 29,526	$ 30,116
Total Residential Income		$ 1,724,904	$ 1,764,543	$ 1,799,834	$ 1,835,830	$ 1,872,547	$ 1,909,998	$ 1,948,198	$ 1,987,162	$ 2,026,905	$ 2,067,443
Less: Residential Vacancy/Discounts		$ (86,245)	$ (88,227)	$ (89,992)	$ (91,792)	$ (93,627)	$ (95,500)	$ (97,410)	$ (99,358)	$ (101,345)	$ (103,372)
Proforma Gross Income		**$ 1,310,927**	**$ 1,676,316**	**$ 1,709,842**	**$ 1,744,039**	**$ 1,778,920**	**$ 1,814,498**	**$ 1,850,788**	**$ 1,887,804**	**$ 1,925,560**	**$ 1,964,071**
EXPENSES											
General Administrative		$ 76,810	$ 79,114	$ 81,488	$ 83,932	$ 86,450	$ 89,044	$ 91,715	$ 94,467	$ 97,301	$ 100,220
Operating & Maintenance		$ 128,855	$ 132,721	$ 136,702	$ 140,803	$ 145,027	$ 149,378	$ 153,860	$ 158,475	$ 163,230	$ 168,127
Utilities		$ 92,085	$ 94,848	$ 97,693	$ 100,624	$ 103,642	$ 106,752	$ 109,954	$ 113,253	$ 116,651	$ 120,150
Staff Payroll & Benefits		$ 290,850	$ 299,576	$ 308,563	$ 317,820	$ 327,354	$ 337,175	$ 347,290	$ 357,709	$ 368,440	$ 379,493
Taxes & Insurance		$ 69,510	$ 71,595	$ 73,743	$ 75,955	$ 78,234	$ 80,581	$ 82,999	$ 85,489	$ 88,053	$ 90,695
Property Management		$ 65,546	$ 83,816	$ 86,330	$ 88,920	$ 91,588	$ 94,335	$ 97,165	$ 100,080	$ 103,083	$ 106,175
Replacement Reserves		$ -	$ 21,000	$ 33,418	$ 34,421	$ 35,454	$ 36,517	$ 37,613	$ 38,741	$ 39,903	$ 41,100
Proforma Operating Expenses		**$ 723,656**	**$ 782,669**	**$ 817,938**	**$ 842,476**	**$ 867,750**	**$ 893,782**	**$ 920,596**	**$ 948,214**	**$ 976,660**	**$ 1,005,960**
Effective Net Operating Income		**$ 587,271**	**$ 893,647**	**$ 891,905**	**$ 901,563**	**$ 911,170**	**$ 920,716**	**$ 930,192**	**$ 939,590**	**$ 948,900**	**$ 958,111**
Senior Debt Service			$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350
Debt Service Coverage			123%	122%	124%	125%	126%	128%	129%	130%	132%
Residual Receipts		**$ 587,271**	**$ 165,297**	**$ 163,555**	**$ 173,214**	**$ 182,820**	**$ 192,366**	**$ 201,843**	**$ 211,240**	**$ 220,550**	**$ 229,761**
LP Asset Mgt Fee		$ 7,500	$ 7,725	$ 7,957	$ 8,195	$ 8,441	$ 8,695	$ 8,955	$ 9,224	$ 9,501	$ 9,786
DDF Payments		$ 579,771	$ 157,572	$ 155,598	$ 165,018	$ 174,379	$ 183,671	$ 192,887	$ 202,016	$ 211,049	$ 219,976
DDF Balance	**$ 2,318,204**	$ 1,738,433	$ 1,580,861	$ 1,425,263	$ 1,260,245	$ 1,085,866	$ 902,195	$ 709,308	$ 507,291	$ 296,242	$ 76,266
Surplus Cash			**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Partnership Surplus Allocation	**25%**		$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
NHD Surplus Allocation	**75%**		$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
GAHP Loan Interest	**3.00%**	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000
GAHP Loan Principal		$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
GAHP Loan Balance	**$ 2,400,000**	$ 2,472,000	$ 2,544,000	$ 2,616,000	$ 2,688,000	$ 2,760,000	$ 2,832,000	$ 2,904,000	$ 2,976,000	$ 3,048,000	$ 3,120,000

Revenue Escalation:	2.00%
Expense Escalation:	3.00%
Property Management:	5.00%
Vacancy Assumption:	5.00%
Deferred Developer Fee :	$2,318,204
GAHP Loan	$2,400,000

Permanent Loan Amount	$10,000,000
Loan Term	40
Core Loan Rate	6.50%
NHD & Trustee Factor	0.30%
Total Loan Rate	6.80%
Annual Debt Service	$728,350

Nevada Housing Division
Multifamily Housing Revenue Bonds
Pecos Apartments
Series 2025

		2037	2038	2039	2040	2041	2042	2043	2044	2045	2046
INCOME											
Annual Gross Rental Income		$ 2,078,073	$ 2,119,635	$ 2,162,028	$ 2,205,268	$ 2,249,374	$ 2,294,361	$ 2,340,248	$ 2,387,053	$ 2,434,794	$ 2,483,490
Other: Ancillary Revenue		$ 30,719	$ 31,333	$ 31,960	$ 32,599	$ 33,251	$ 33,916	$ 34,594	$ 35,286	$ 35,992	$ 36,712
Total Residential Income		$ 2,108,792	$ 2,150,968	$ 2,193,987	$ 2,237,867	$ 2,282,624	$ 2,328,277	$ 2,374,842	$ 2,422,339	$ 2,470,786	$ 2,520,202
Less: Residential Vacancy/Discounts		$ (105,440)	$ (107,548)	$ (109,699)	$ (111,893)	$ (114,131)	$ (116,414)	$ (118,742)	$ (121,117)	$ (123,539)	$ (126,010)
Proforma Gross Income		**$ 2,003,352**	**$ 2,043,420**	**$ 2,084,288**	**$ 2,125,974**	**$ 2,168,493**	**$ 2,211,863**	**$ 2,256,100**	**$ 2,301,222**	**$ 2,347,247**	**$ 2,394,192**
EXPENSES											
General Administrative		$ 103,226	$ 106,323	$ 109,513	$ 112,798	$ 116,182	$ 119,667	$ 123,258	$ 126,955	$ 130,764	$ 134,687
Operating & Maintenance		$ 173,170	$ 178,365	$ 183,716	$ 189,228	$ 194,905	$ 200,752	$ 206,774	$ 212,978	$ 219,367	$ 225,948
Utilities		$ 123,755	$ 127,467	$ 131,291	$ 135,230	$ 139,287	$ 143,465	$ 147,769	$ 152,202	$ 156,769	$ 161,472
Staff Payroll & Benefits		$ 390,878	$ 402,604	$ 414,683	$ 427,123	$ 439,937	$ 453,135	$ 466,729	$ 480,731	$ 495,153	$ 510,007
Taxes & Insurance		$ 93,416	$ 96,218	$ 99,105	$ 102,078	$ 105,140	$ 108,294	$ 111,543	$ 114,889	$ 118,336	$ 121,886
Property Management		$ 109,361	$ 112,641	$ 116,021	$ 119,501	$ 123,086	$ 126,779	$ 130,582	$ 134,500	$ 138,535	$ 142,691
Replacement Reserves		$ 42,333	$ 43,603	$ 44,911	$ 46,259	$ 47,647	$ 49,076	$ 50,548	$ 52,065	$ 53,627	$ 55,235
Proforma Operating Expenses		**$ 1,036,139**	**$ 1,067,223**	**$ 1,099,240**	**$ 1,132,217**	**$ 1,166,183**	**$ 1,201,169**	**$ 1,237,204**	**$ 1,274,320**	**$ 1,312,550**	**$ 1,351,926**
Effective Net Operating Income		**$ 967,214**	**$ 976,197**	**$ 985,048**	**$ 993,757**	**$ 1,002,310**	**$ 1,010,694**	**$ 1,018,896**	**$ 1,026,902**	**$ 1,034,697**	**$ 1,042,266**
Senior Debt Service		$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350	$728,350
Debt Service Coverage		133%	134%	135%	136%	138%	139%	140%	141%	142%	143%
Residual Receipts		**$ 238,864**	**$ 247,847**	**$ 256,699**	**$ 265,407**	**$ 273,960**	**$ 282,345**	**$ 290,547**	**$ 298,553**	**$ 306,347**	**$ 313,916**
LP Asset Mgt Fee		$ 10,079	$ 10,382	$ 10,693	$ 11,014	$ 11,344	$ 11,685	$ 12,035	$ 12,396	$ 12,768	$ 13,151
DDF Payments		$ 76,266	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
DDF Balance		$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Surplus Cash		**$ 152,518**	**$ 237,465**	**$ 246,005**	**$ 254,393**	**$ 262,616**	**$ 270,660**	**$ 278,511**	**$ 286,156**	**$ 293,579**	**$ 300,765**
Partnership Surplus Allocation	**25%**	$ 38,130	$ 59,366	$ 61,501	$ 63,598	$ 65,654	$ 67,665	$ 69,628	$ 71,539	$ 73,395	$ 75,191
NHD Surplus Allocation	**75%**	$ 114,389	$ 178,099	$ 184,504	$ 190,795	$ 196,962	$ 202,995	$ 208,884	$ 214,617	$ 220,184	$ 225,573
GAHP Loan Interest	**3.00%**	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 72,000	$ 70,421	$ 66,095	$ 61,473
GAHP Loan Principal		$ 114,389	$ 178,099	$ 184,504	$ 190,795	$ 196,962	$ 202,995	$ 208,884	$ 214,617	$ 220,184	$ 225,573
GAHP Loan Balance		$ 3,077,611	$ 2,971,512	$ 2,859,008	$ 2,740,213	$ 2,615,252	$ 2,484,257	$ 2,347,373	$ 2,203,177	$ 2,049,088	$ 1,884,987

Borrower Financing Representation

Proposed Project: Pecos Apartments

To facilitate review and approval of financing by the Nevada State Board of Finance for the proposed project the sponsor/borrower should demonstrate it has evaluated reasonable alternative financing providers/programs. Select Option A and provide the requested information. Should the sponsor/borrower prefer not to provide, or be unable to provide, information requested in Option A, select Option B.

A narrative discussion of the rationale for selection of your proposed lender would be helpful and can be provided in the Sponsor/Borrower Statement section. This would be particularly useful should you select Option B.

☒**Option A**

Lender	Rate	Fees
KeyBank	See Term Sheet	See Term Sheet

☐**Option B**

Sponsor/Borrower Statement:

NRP has over 30 years of affordable housing experience and has successfully developed 209 LIHTC and moderate-income projects, totaling 26,000+ affordable housing units, across the country.

For each development, NRP is active in obtaining debt proposals from prominent lenders including Bank of America, KeyBank, US Bank, Hudson, Wells Fargo, and Huntington.

NRP has selected KeyBank as the lender for Pecos Apartments based on favorable financing terms.

NRP has successfully closed bond projects with KeyBank and finds they bring comprehensive affordable housing experience to each transaction.

By:______________________________________

Title_Secretary

Firm_ NRP Lone Star Development LLC

Pecos Apartments

6555 N Pecos Rd
North Las Vegas, NV 89086
APN: 124-24-801-006 (4.01 acres)
Census Tract 36.57

Project Narrative/Application Overview

On behalf of Pecos Apartments LP, NRP Lone Star Development LLC is pleased to submit this application for $20,400,000 in tax-exempt multi-family bonds and $2,700,000 in GAHP financing to the Nevada Housing Division for the Pecos Apartments development.

Please note that this application's $2,700,000 request for GAHP funds can be fulfilled through any sources of soft funding that NHD finds appropriate. For example, NRP is willing to accept state tax credits, returned Home Means Nevada Initiative funds, or other funding sources. NRP appreciates NHD's consideration for any sources of state funding which may be available for this project.

Background

Pecos Apartments is a planned new construction, affordable family rental development to be located at Pecos Street and Rome Boulevard in North Las Vegas, Nevada. The 105-unit development will provide an energy efficient, high-quality lifestyle, full of social interaction and stimulating indoor and outdoor activities at a price affordable to working families.

The project is sponsored by The NRP Group LLC, a full-service and fully integrated developer, general contractor, and property manager. NRP has 30 years of affordable housing experience and has successfully developed 209 LIHTC and moderate-income projects, totaling 26,000+ affordable housing units, across the country.

Physical Description

Pecos Apartments will consist of 105 one-, two-, three- and four-bedroom units spread across two, four-story elevator residential buildings and complemented by a central community leasing office/clubhouse. The attractive building design will feature long-lasting, durable exterior materials, such as stucco finishes, thermoplastic membrane roofing, and high-performance vinyl windows.

The unit mix is as follows:

Unit Type	#	%	SF
1-bed/1-bath	10	9.52%	647
2-bed/1-bath	20	19.05%	847
3-bed/2-bath	55	52.38%	1236-1277
4-bed/2-bath	20	19.05%	1350
Total	105	100.00%	118,700

The new apartments will be generously sized and will include central heat/air conditioning and self-cleaning ovens.

Pecos Apartments will be built to high energy-efficiency standards. Apartments will include Energy Star ceiling fans, Energy Star LED lighting, Energy Star refrigerators and dishwashers, EPA WaterSense toilets, and EPA WaterSense showerheads and faucets. The development will further promote water conservation with extensive xeriscape landscaping. The development will also offset a portion of projected electrical consumption through photovoltaic solar generation.

Dwelling units will include design features to meet accessibility requirements, including floor and walkable ground surfaces which avoid the use of ramps, accessible cabinetry design, and provisions for grab bars in bathrooms. Other desirable interior design features will include walk-in closets, hard surface flooring in unit living spaces, and granite countertops.

Interior Amenities—Pecos Apartments will feature high quality amenities, providing comfortable living for residents. The building will feature multiple open space areas distributed across the property. The 3,500-square foot clubhouse/leasing office will provide a lobby with package concierge lockers, conference space, restrooms, drinking fountain with a water bottle filler, club lounge with kitchenette, fully equipped fitness center, a children's activity room, shared laundry area, and free WiFi.

Outdoor Amenities—The property will have beautifully landscaped picnic areas with barbeque grills and plenty of outdoor seating furniture, an outdoor game area, a dog walk, bike racks, and a resort-style pool. The property will also feature a tot lot with a playground and outdoor open space.

The project will include approximately 220 covered and uncovered surface parking spaces and no smoking will be allowed within 35 feet of the building.

Location and Neighborhood

Pecos Apartments is located on a 4.01-acre vacant parcel at the southwest corner of Pecos St. and Rome Blvd. The parcel is north of Centennial Pkwy and east of Losee Rd. The site is located outside of a CDBG-eligible Census tract.

The site is just half a mile from the North Las Vegas VA Medical Center, a teaching hospital that provides a full range of services. The Center has 2,400 employees and serves as the main hub of the VA Southern Nevada Healthcare System. Nellis Air Force Base, the largest employer in Nevada, is just a 10-minute drive from the project

NRP is commencing an MOU with the VA. The intent of the MOU is to provide a referral process to market available units to veterans who receive care at the VA. NRP plans to partner with the hospital and social work team to target veterans who are moderate-income but rent-burdened.

The location is near many community amenities. Residents will be in close proximity to multiple major grocery stores including Sprouts Farmers Market, Smith's, and a Walmart Neighborhood Market, major retailers such as Target and Kohl's, numerous restaurants, banks and pharmacies, as well as emergency fire and police services. The area also includes a splash park and outdoor recreation amenities.

The Pecos Apartments site is zoned R3 for multi-family use. Nearby parcels are zoned for multi-family residences, light commercial use, open space, and planned unit development. Approximately 1 mile to the west on Centennial Parkway is a shopping center with a Sprouts Farmers Market grocery store, a CVS Pharmacy, multiple dining options, and dental offices. Just 0.3 miles further west is a Smith's grocery store, a Bank of America location, and multiple eateries. Walmart Neighborhood Market is 1.7 miles southeast of the site, adjacent to a UPS store, Wells Fargo Bank, and a Great Clips.

Children at Pecos Apartments will attend Don E. Hayden or Ruby Duncan Elementary Schools, sister schools approximately 3 miles from the site. Carroll M. Johnston Middle School, approximately 2.2 miles away, and Legacy High School, approximately 3 miles from the site, also serve Pecos Apartments. John Tartan Elementary School, the nearest school, is approximately 1 mile from the site.

The Skyview YMCA, a 40,000-square-foot, state-of-the-art community center, is 0.7 miles (three blocks) from Pecos Apartments, providing family and youth engagement activities as well as fitness and wellness offerings. Skyview YMCA's programming includes a free monthly family night with games, crafts, movies, and seasonal activities, a parents' night out on the 2nd and 4th Friday of each month, and monthly "Take a Hike" outdoor exploration. Other nearby amenities include Tropical Breeze Park, 2.5 miles from the site, which features a splash pad, playground, and a covered group picnic area.

Less than ¼ mile from the site, residents have immediate access to the Regional Transportation Commission's (RTC) bus route DVX. Route DVX provides transit from the VA Southern NV Healthcare Center to the Bonneville Transit Center, operating 7 days a week and at all hours, including holidays. The total travel time between endpoints on this route is approximately 30 minutes and the nearest stop on this line is 0.2 miles away.

The site is also served by the 220 bus, which travels east/west and connects residents to shopping centers, grocery stores, banks, pharmacies, local business, and other amenities and employers. The closest stop on this line is 0.8 miles from the project site.

Resident Population and Market Demand

All 105 units at Pecos Apartments will be income-restricted LIHTC units affordable for families at or below 60% of AMI. 5 of the units will be Low HOME units serving households at 50% of AMI. Pecos Apartments will meet HOME goals by expanding the supply of decent, safe, and affordable rental housing for low-income households.

The need for affordable housing in the Las Vegas Valley is well documented. The Clark County-Boulder-Mesquite 2020-2024 Consolidated Plan estimates that 94,748 households are at or below 50% AMI. Of these, 45,589, or over 48%, are renter households experiencing one or more severe housing problems (lacking kitchen or complete plumbing, severe overcrowding, severe cost burden). 44% of households at or below 50% AMI are severely cost-burdened renters, paying over 50% of their income for housing.

According to the City of North Las Vegas (CNLV) 2020-2024 Consolidated Plan, 8,170 households in CNLV are extremely low-income, earning less than 30 percent of the Area Median Income (AMI). Of those households, 84 percent, or 6,855 households, experience some type of housing problem (i.e., cost burden, overcrowded, substandard housing). By 2024, assuming growth rates remain like past years' rates, the number of households with housing needs will grow to 8,480. The CNLV Consolidated Plan also provides figures for large family households, estimating that 52%, or 6,455 households, have housing needs. Pecos Apartments will address a portion of this need by providing affordable units for low-income households and by providing affordable three-bedroom and four-bedroom units.

The rents at Pecos Apartments will be significantly below market rents for comparable apartments. The rents will range from $840 to $1,018 for a one-bedroom unit, $1,006 to $1,220 for a two-bedroom unit, $1,158 to $1,405 for a three-bedroom unit, and $1,289 to $1,565 for a four-bedroom unit. For comparison, HUD 2024 Fair Market Rents (FMRs) are $1,377, $1,643, $2,315, and $2,731 for 1-, 2-, 3-, and 4-bedroom units, respectively. As a result of the advantage to market rents described above, we expect strong sustained demand for apartment units at Pecos Apartments.

According to the 2022 Nevada Housing Division Annual Affordable Apartment Survey, affordable housing vacancy rates remain low in Clark County. The County's overall LIHTC vacancy rate at the end of 2022 was 3.1%, while the vacancy rate for LIHTC family units was 3.5% for one-bedrooms and 4.4% for two-bedrooms. The Survey indicates high demand for affordable housing, even as 2022 HUD median family incomes increased by 13% in Clark County.

Development Team

Developer:	NRP Lone Star Development LLC
Consultant:	Praxis Consulting Group, LLC
General Contractor:	NRP Contractors II LLC
Property Manager:	NRP Management LLC
Architect:	BILTFORM Architecture Group

Pecos Apartments will be owned by the Nevada Limited Partnership Pecos Apartments LP. The 0.01% General Partner of the LP will be the Nevada Limited Liability Company NRP Pecos Apartments GP LLC. NRP Affordable Subsidiary II LLC, an Ohio limited liability company, will be the sole member of the General Partner. NRP Lone Star Development LLC, a Texas limited liability company, will act as Developer. NRP Management LLC will act as property manager.

The NRP Group

NRP is a full-service and fully integrated developer, general contractor, and property manager. The NRP development team handles every aspect of development from concept to completion. With every new deal, the team reviews and details the many elements that contribute to success: site selection and zoning, market studies, and designs that combine the most desirable features for each market. NRP partners with local governments, financial institutions and neighborhood organizations on its many multi-family housing, single-family infill homes, senior housing, and land development projects.

NRP Management was formed in 2003 and is a is a full-service property manager with over 25,000 market rate, affordable and senior rental units under management.

Key members of NRP's development team include Michael Moriarty and Aaron Pechota. Michael has 8 years of development experience within Nevada and serves as the Vice President of Development in Las Vegas, Nevada. He oversees all development of affordable housing in the State of Nevada as well as market rate and mixed income housing in Las Vegas. Aaron Pechota is the Executive Vice President of Development and is responsible for leading the affordable development organization and all related activity across the entire NRP footprint. Aaron has over 19 years of experience with NRP and is responsible for development activity that averages ten projects per year encompassing 1,850 affordable units with total development cost of $750 million. He has a long history of creating strong public/private partnerships with local municipalities, community groups, public institutions, community-based non-profit organizations and other for-profit developers.

NRP's recently completed developments include:

- "Renaissance at Lincoln Park" 179-unit mixed income community, 4% LIHTC - New Rochelle, NY - Opened 12/2023
- "The Sinclair" 180-unit mixed income community, 4% LIHTC - Columbus, OH - Opened 11/2023
- "The James on Grand Avenue" 275-unit mixed income community, 4% LIHTC - Austin, TX - Opened 11/2023
- "The Davis" 52-unit mixed income community, 9% LIHTC - Cleveland, OH - Opened 7/2023
- "Frontera Crossing" 348-unit mixed income community, 4% LIHTC – Von Ormy, TX - Opened 5/2023
- "Seven 07 Lofts" 318-unit mixed income community, 4% LIHTC – San Antonio, TX - Opened 5/2023
- "Sundale Flats" 180-unit mixed income community, 4% LIHTC – Charlotte, NC - Opened 11/2022
- "722 Chancellor" 56-unit mixed income community, 9% LIHTC – Irvington, NJ - Opened 10/2022
- "The Nightingale" 74-unit mixed income community, 9% LIHTC – San Antonio, TX - Opened 9/2022

- “Elevate at Kitty Hawk” 212-unit mixed income community, 4% LIHTC – Converse, TX - Opened 8/2022
- “Bridge at Loyola” 204-unit mixed income community, 4% LIHTC – Austin, TX - Opened 7/2022
- “Via Sana” 72-unit mixed income community, 9% LIHTC - Cleveland, OH – Opened 6/2022

NRP is a nationally recognized developer of affordable and multi-family housing. In 2022, NRP was ranked #3 in Top Affordable Housing Developers by Affordable Housing Finance. NRP was ranked in the Top 5 Multifamily Development Firms by MultiHousing News in both 2022 and 2023. NRP was ranked a 2023 Top 10 Builder and Developer by the National Multifamily Housing Council's authoritative NMHC 50 ranking.

Praxis Consulting Group, LLC

Formed in 2004, Praxis is a Nevada-based consulting firm that helps non-profit, for-profit and government organizations develop and finance affordable housing. Praxis also carries out research and technical assistance in the areas of community development, non-profit capacity building, fund raising and public policy development. Since 2005, Praxis has secured the financing for over 100 affordable housing developments, mostly in Nevada, totaling over 11,900 units and $2.3 billion in financing. Financing sources have included project-based housing choice vouchers, public housing operating subsidy, private grants, tax-exempt bonds, 4 percent and 9 percent tax credits, ARRA TCAP and Section 1602 funds, HUD HOME and state housing trust funds, state transitional housing monies, FHLB AHP funds, as well as conventional construction and permanent debt.

BILTFORM Architecture Group

BILTFORM was founded in 2000 with the intent of providing clients with a heightened level of one-on-one service, and an informed sensitivity to economic, aesthetic and functional requirements. The firm’s Principals, Jim Applegate and Vince Scarano recognize every project is shaped by a culmination of unique forces, and they strive through a design team approach with active participation from clients, consultants, contractors and vendors to achieve results with past precedent and forward-thinking innovation.

Mr. Applegate and Mr. Scarano have worked on well over 100,000 housing units collectively and have provided design services for millions of square feet of office, retail, and residential building types. They have also been actively engaged in urban design, with large scale mixed-use projects in both city and suburban centers. The firm has extensive experience with the complexities of public sector financing through HUD programs, LIHTC, and other federal, state and municipal funding sources. BILTFORM has been chosen three times to represent the City of Phoenix in its prestigious HOPE VI Grant applications.

Mr. Scarano is a LEED Accredited Professional™ and a Certified Green Professional™ with the National Association of Home Builders. BILTFORM actively pursues opportunities to implement green building technology with cost effective practices as they apply to the many different building types and uses.

Financing

The financing for Pecos Apartments will include tax-exempt bonds issued by the Nevada Housing Division (NHD) and equity from the sale of non-competitive 4% Low Income Housing Tax Credits and State Tax Credits. Pecos Apartments has been awarded $1,000,000 in HOME funds from Clark County, $500,000 in HOME funds from the City of North Las Vegas, and $9,200,000 in CHF funds from Clark County.

The site is located in a HUD small area Difficult Development Area (DDA) in 2024 (Tract 36.57), qualifying Pecos Apartments for a 130% boost in tax credit eligible basis.

Pecos Apartments will close and start construction in May 2025, with construction completion by April 2027.

Pecos Apartments

6555 N Pecos Rd
North Las Vegas, NV 89086
APN: 124-24-801-006 (4.01 acres)
Census Tract 36.57

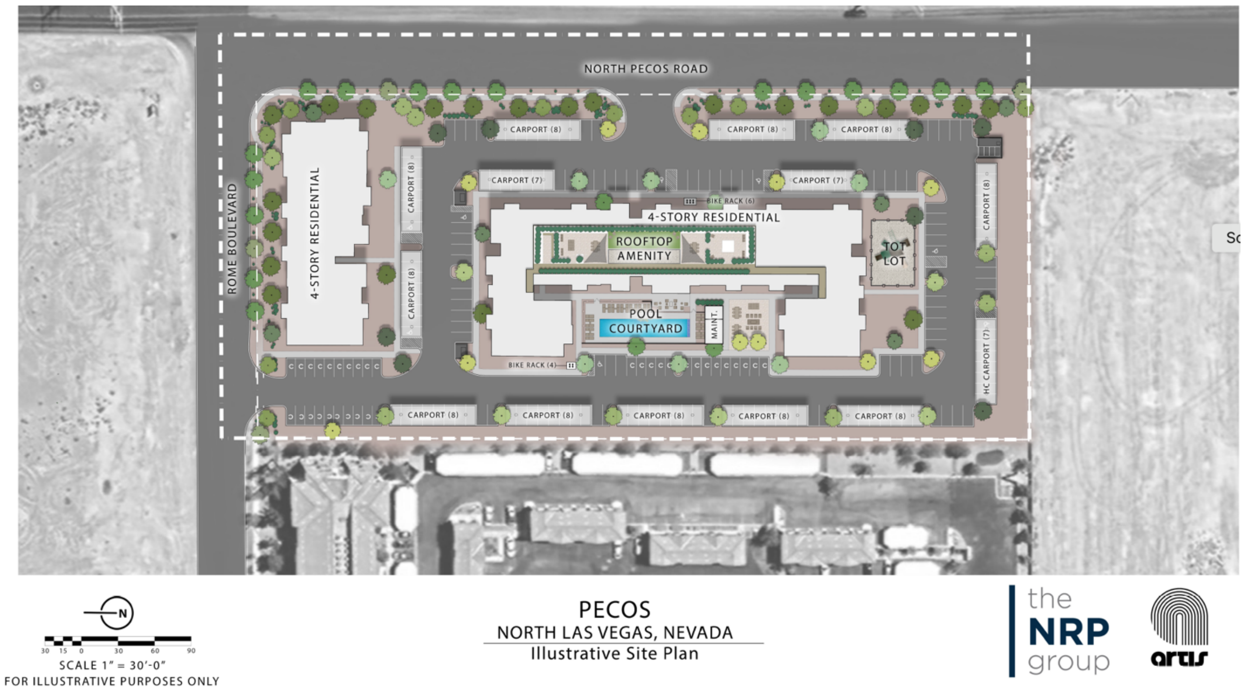
Location Map

Pecos Apartments
6555 N Pecos Rd
North Las Vegas, NV 89086
APN: 124-24-801-006 (4.01 acres)
Census Tract 36.57

Aerial Photo

Pecos Apartments
6555 N Pecos Rd
North Las Vegas, NV 89086
APN: 124-24-801-006 (4.01 acres)
Census Tract 36.57

Conceptual Site Plan



Development Executive Summary

Development: Pecos
Development Type: New Construction
BoF Meeting Date: 12.19.2024

Administrator's Summary

This bond issuance of $20.4 million will be used to provide for the new construction of 105 units of affordable family apartments in North Las Vegas. The rental housing will serve 105 households at or below 60% of area median income (AMI) with 5 units specifically designated for households below 50% AMI. The project developer is the NRP Group, which has 30 years of affordable housing experience and has successfully developed 209 LIHTC and moderate-income projects across the country. This will be their first project in Nevada.

- 105 Family Units
- New construction
- 100% Affordable Rents
- 100 units <60% AMI, 5 units <50% AMI
- 1 bedroom units = 10, 2 bedroom units = 20, 3 bedroom units = 55, 4 bedroom units =20
- 1 bedroom rents $377 less than market rate
- 2 bedroom rents $355 less than market rate
- 3 bedroom rents $612 less than market rate
- 4 bedroom rents $1149 less than market rate
- Cost per unit = $396,056
- Cost per bond cap allocation = $194,286
- Developer –NRP Lone Star Development
- Equity Investor – Key Community Development Corporation
- Loan – Key Bank National Association
- $20.4M in Bond Proceeds trips $15.5M in LIHTC Equity (37.2% of total development cost)

	Pecos	Program Average	Notes
Total Tax-exempt Bond ask	$ 20,400,000	$ 33,873,500	Average of last 10 New Construction projects previously approved
Total Development Cost	$ 41,585,902	$ 63,644,853	Average of last 10 New Construction projects previously approved
Size of site	4.01 Acres	6.13 Acres	
Total # of Units	105	183	Average of last 10 New Construction projects previously approved
Cost Per Unit	$ 396,056	$ 365,222	Average of last 10 New Construction projects previously approved
Bond Cap used Per Unit	$ 194,286	$ 192,054	Average of last 10 New Construction projects previously approved
Percentage of Units above 60% AMI	0.00%	5.0%	0 units in this project
Percentage of Units at 60% AMI	95.00%	67.0%	100 Units in this project
Percentage of Units at 50% AMI	5.00%	18.0%	5 units in this project
Percentage of Units at 40% AMI	0.00%	1.0%	0 units in this project
Percentage of Units at 30% AMI	0.00%	9.0%	0 units in this project
Veteran's Preference	Yes	Yes	

	Pecos	Estimated Market Rate	Notes
Average 1 Bedroom Rent	$ 982	$ 1,359	Rent.com Updated 12/2/2024
Average 2 Bedroom Rent	$ 1,209	$ 1,564	Rent.com Updated 12/2/2024
Average 3 Bedroom Rent	$ 1,401	$ 2,013	Renthop.com Dec 2024
Average 4 Bedroom Rent	$ 1,551	$ 2,700	Renthop.com Dec 2024
Average Vacancy Rate	n/a	9.00%	Avison Young Q3 2024

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

1830 E. College Parkway, Suite 200
Carson City, NV 89706

DATE: December 5, 2024

TO: State Board of Finance

AGENDA ITEM: Approval of the Findings of Fact of the Administrator of the Nevada Housing Division concerning the Multi-Unit Housing Revenue Bonds (Skyline Flats Apartments)

PETITIONER: Steve Aichroth – Administrator, Nevada Housing Division

____

A. Time and Place of Meeting:

1:00 p.m., Thursday, December 19, 2024, at the Old Assembly Chambers of the Capitol Building, 101 N. Carson Street, Carson City, Nevada 89701.

B. Matter to be reviewed: The Findings of Fact ("Findings") of the Administrator of the Housing Division concerning the Multi-Unit Housing Revenue Bonds (Skyline Flats Apartments).

C. The Findings relate to the issuance of up to $90,600,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the construction of a 402-unit family apartment complex located at the Northeast Corner of Dandini Blvd and Raggio Parkway, Reno, Nevada (the "Project").

D. The Housing Division will issue up to $90,600,000 of multi-unit housing revenue bonds. The financing consists of a separate construction phase loan and permanent phase loan, both issued through a direct/private placement. Construction phase financing will be issued as a direct bond placement with Jones Lang LaSalle (JLL). Permanent phase financing will be a direct bond placement through the Freddie Mac Tax-Exempt Loan Program. Loan placement with Freddie Mac will be managed by Jones Lang LaSalle (JLL) in their capacity as a Freddie Mac loan servicer. The borrower entity will be Reno Leased Housing Associates I, LLLP, a limited liability partnership consisting of Reno Leased Housing Associates I, LLC as a 0.01% Managing Member entity and Polaris Capital as 99.99% Investor Member. Polaris will provide an equity investment of approximately $73,556,872 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits. The proposed private placement financing structure is in compliance with NRS and NAC Chapters 319 (Nevada Housing Finance Law).

E. Background of Agenda Item:

The Project borrower/developer, in concert with the Housing Division's financial team and bond counsel, has prepared the necessary documents to implement this new construction housing project. Further, the project, as proposed, complies with the intent and purpose of Nevada Housing Finance Law. Also, the program and bond documents prepared will comply with the Internal Revenue Code of 1986 (United States Code Title 26), as amended.

F. Staff Recommendation:

The Administrator of the Housing Division, in consultation with the financial and lending professionals of the Housing Division, recommends approval of the Findings, to the Board of Finance, for the issuance by the Nevada Housing Division of an issue of bonds known as "Multi-Unit Housing Revenue Bonds (Skyline Flats Apartments)."

G. Attorney Opinion:

The Findings of Fact of the Administrator of the Housing Division have been reviewed by the Housing Division's Legal Counsel; and assuming the factual matter stated therein is accurate, and except for the bond issue cash flow analyses and other financial and statistical data included therein as to which no opinion is expressed, the findings comply with the requirements of NRS 319.190, 319.260 and 319.270.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

FINDINGS OF FACT

Multi-Unit Housing Revenue Bonds
Skyline Flats Apartments

In accordance with the requirements of NRS 319.190, 319.260 and 319.270, and based upon the memorandum of support, the Administrator of the Nevada Housing Division finds that:

1. There exists a shortage of decent, safe and sanitary family housing at rental rates that eligible families can afford within the Reno, Nevada rental housing markets, as determined by the Administrator.

2. Private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe and sanitary rental housing in such housing market areas at rental rates, which families of low and moderate income can afford.

3. The proposed multifamily project will increase the supply and improve the quality of decent, safe and sanitary rental housing for eligible families.

4. The rental housing to be assisted by the Housing Division pursuant to the provisions of NRS and NAC Chapter 319 will be for public use and will provide a material public benefit to Reno, Nevada.

5. The Housing Division's estimates of revenues to be derived from the mortgage made under the proposed project, together with all bond proceeds, all subsidies, grants or other financial assistance and guarantees issued from other entities to be received in connection with the bond financing, will be sufficient to pay the amount

estimated by the Housing Division as necessary for debt service on the bonds issued for the financing of the proposed project.

BY: ______________________________ DATE: ________________

Steve Aichroth
Administrator
Nevada Housing Division

December 5, 2024

Steve Aichroth, Administrator
Nevada Housing Division
1830 College Parkway, Suite 200
Carson City, NV 89706

Re: Skyline Flats

Mr. Aichroth:

This Review and opinion are provided in support of the request by the Nevada Housing Division ("Division") to the State of Nevada Board of Finance for approval of the Findings of Fact regarding the Skyline Flats project ("Project"). The Division is requesting authorization for issuance of tax-exempt multi-unit housing revenue bonds in an amount up to $90,600,000 to fund construction of this affordable family rental community in Reno, Nevada.

PFM Financial Advisors LLC ("PFM") has reviewed the application of the borrower and related supporting material submitted to the Division. We have also discussed the Project and financing with representatives of the borrower and Division staff.

The proposed financing consists of a separate construction phase loan and permanent phase loan. Construction phase financing will be issued by the Division as a direct placement tax-exempt loan with Jones Lang LaSalle ("JLL"). Permanent phase financing will be issued by the Division through the Freddie Mac Tax-Exempt Loan ("TEL") program. The Freddie TEL will be initially provided in the form of an unfunded permanent loan commitment. At conversion, proceeds of the Freddie TEL will be applied to redeem the construction phase loan. The overall financing is reviewed in greater detail in Exhibits A, B and D.

The proposed Project is expected to be endorsed by the City of Reno. A tax-exempt financing by the Division of this Project is necessary for compliance with Federal tax rules to qualify the Project for 4% Low Income Housing Tax Credits. Equity proceeds from the sale of these credits are critical to achieve successful funding of the Project at the proposed restricted income levels.

In our opinion, the Project and the proposed financing meet the requirements of NRS 319.260 and NAC 319.712, and we recommend it for submittal to the Board of Finance for approval. Debt issuance will be subject to receipt of definitive loan and equity approval and final loan, bond, and tax documentation.

Sincerely,

PFM Financial Advisors LLC

Maggie Marshall

Maggie Marshall, *Senior Managing Consultant*

Exhibit A: Project Overview and Plan of Finance
Exhibit B: Project Operating Proforma
Exhibit C: Borrower Finance Plan Statement
Exhibit D: Borrower Provided Additional Detail

PROJECT OVERVIEW AND PLAN OF FINANCE

The Project

The Project consists of construction of a new affordable family rental community to be located at Dandini Blvd in Reno, Nevada. It will be a 402-unit development situated on a site of approximately 58.34 acres. The units will be configured as two, three, and four-bedroom units across fifteen three-story walkup buildings. Amenities include playgrounds, a pool/spa area, and a central clubhouse. Greater detail regarding the Project configuration and amenities is included in Exhibit D.

A summary of the unit mix and rent restrictions are provided in Table A.

Table A: Project Unit & Rent Profile

Unit Mix	AMI Restriction	Number Units	Unit Size (SF)	Allowable Monthly Rent [1]	Less Utility Allowance [2]	Net Allowable Monthly Rent	Total Monthly Revenue	Total Annual Revenue
2 BR	60%	117	851	1,366	$107	$1,259	$147,303	$1,767,636
3 BR	60%	129	1,174	1,578	$121	$1,457	$187,953	$2,255,436
4 BR	60%	156	1,350	1,761	$138	$1,623	$253,188	$3,038,256
Total Units		402					$588,444	$7,061,328
							Ancillary Income	$498,228
							Total Annual Revenue	$7,559,556

[1] 2024 Income Limits (Reno, NV MSA)

[2] Project-specific allowances by Plummer Associates Energy Consumption Model

Project Developers

Dominium Development
2905 Northwest Blvd
Plymouth, MN 55441

Founded in 1972, Dominium specializes in owning, developing, and managing affordable housing across the United States. The company currently oversees over 38,000 homes spanning 220 properties across 18 states. In the past 30 months, Dominium has successfully closed 3,457 units within the Mountain West Region. Skyline Flats would mark Dominium's first new construction project in the State of Nevada. Greater detail regarding experience of the developers is contained in Exhibit D.

Borrower Entity

The borrower entity will be Reno Leased Housing Associates I, LLLP, a limited liability limited partnership consisting of Reno Leased Housing Associates I, LLC as a 0.01% Managing Member entity and Polaris Capital as 99.99% Investor Member. Polaris will provide an equity investment of approximately $73,556,872 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits.

The periodic advances of the equity investment by Polaris are expected to occur as follows (subject to adjustment):

- 1st Installment: $735,569 at Closing (May 2025)
- 2nd Installment: $18,389,218 at 100% Completion (February 2027)
- 3rd Installment: $54,432,085 at Delivery of IRS Form 8069 (December 2027)

Property Management

After construction is completed, Dominium Management Services, LLC (DMS) will manage the apartment complex. DMS has developed a reputation of excellence among the lenders, investors, and state agencies with which they work. DMS's management staff is well-trained to manage the specialized requirements of the tax-exempt bond program, and Section 42 of the Internal Revenue Code (LIHTC compliance) and any special requirements of local housing authorities.

Plan of Finance:

The proposed financing consists of a separate construction phase loan and permanent phase loan. Construction phase financing will be issued by the Division as a direct placement tax-exempt loan with Jones Lang LaSalle ("JLL") in an amount not to exceed $90,600,000. Permanent phase financing will be a direct bond placement through the Freddie Mac TEL program. Loan placement with Freddie Mac will be managed by JLL in their capacity as a Freddie Mac delegated loan servicer. The Freddie TEL will be initially provided in the form of an unfunded permanent loan commitment. At conversion, proceeds of the Freddie TEL will be applied to fully redeem the construction phase loan. JLL will also provide a taxable loan during the construction period to provide construction funding in advance of the installments of tax credit equity. The taxable loan will not be issued through or administered by the Division.

Greater detail regarding the debt financing is provided in the Bond/Loan Term section.

Reserves:

Following conversion, the Borrower will be required to fund deposits to a replacement reserve initially set at $300/unit/year. The Borrower will also be required to fund an Operating and Debt Service Reserve initially set at approximately $1,600,758.

Sources and Uses:

Project sources and uses are summarized in Table B:

Table B: Sources and Uses of Funds

Sources of Funds	Construction Phase	Permanent Phase	
NHD Bond Proceeds	$90,600,000	$68,140,000	
Taxable Construction Loan	$48,804,030		
Subordinate Debt	$7,000,000	$7,000,000	
LIHTC Equity	$735,569	$73,556,872	
State Tax Credit Equity	$27,000	$2,700,000	
Solar Tax Credit Equity	$8,643	$864,300	
Class B LP - Equity Contribution		$6,839,723	
Deferred Developer Fee		$19,515,836	
	$147,175,242	$178,616,731	

Uses of Funds			$/Unit
Land Cost	$6,500,000	$6,500,000	$16,169
Construction Hard Costs	$107,314,029	$107,314,029	$266,950
Soft Costs	$15,339,927	$18,388,148	$45,742
Construction Period Interest	$12,544,915	$12,544,915	$31,206
Contingencies	$5,476,371	$5,476,371	$13,623
Reserves		$1,600,758	$3,982
Developer Fee		$26,792,510	$66,648
	$147,175,242	$178,616,731	$444,320

Bond Summary:

Bond Dated:	As of Closing Date
Lender:	**Construction Loan**: JLL Real Estate Capital LLC ("JLL")
	Permanent Loan: Freddie Mac (via JLL)

Loan Summary:

Construction Loan

- Estimated at $90,600,000
- Interest Rate: Estimated at 6.34% (including Division/Trustee fees) as of October 24, 2024; floating rate
- Term: Estimated at 36 months plus one 6-month extension

Permanent Loan

- Estimated at $68,140,000
- Not to exceed 85% loan-to-value
- Interest Rate fixed at 10-year U.S. Treasury plus 1.87%; estimated at 5.85% (including Division/Trustee fees) as of October 24, 2024
- Amortization factor: 40 years; 3 years interest-only
- Maturity: 16 years from conversion
- Debt Service Coverage: Minimum of 1.15 to 1.00

Fees:

1) Issuer Annual Fee: 0.25% (25 bp) paid monthly in advance

2) Trustee Annual Fee: 0.05% (5 bp) paid monthly in advance

Method of Sale: Private Placement

Rating: Not rated

Nevada Housing Division
Multifamily Housing Revenue Bonds
Skyline Flats
Series 2025

	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037
INCOME										
Annual Gross Rental Income	$ 7,061,328	$ 7,202,555	$ 7,346,606	$ 7,493,538	$ 7,643,409	$ 7,796,277	$ 7,952,202	$ 8,111,246	$ 8,273,471	$ 8,438,941
Other: Ancillary Revenue	$ 498,228	$ 508,193	$ 518,356	$ 528,724	$ 539,298	$ 550,084	$ 561,086	$ 572,307	$ 583,754	$ 595,429
Total Residential Income	$ 7,559,556	$ 7,710,747	$ 7,864,962	$ 8,022,261	$ 8,182,707	$ 8,346,361	$ 8,513,288	$ 8,683,554	$ 8,857,225	$ 9,034,369
Less: Residential Vacancy/Discounts	$ (377,978)	$ (385,537)	$ (393,248)	$ (401,113)	$ (409,135)	$ (417,318)	$ (425,664)	$ (434,178)	$ (442,861)	$ (451,718)
Proforma Gross Income	**$ 7,181,578**	**$ 7,325,210**	**$ 7,471,714**	**$ 7,621,148**	**$ 7,773,571**	**$ 7,929,043**	**$ 8,087,623**	**$ 8,249,376**	**$ 8,414,363**	**$ 8,582,651**
EXPENSES										
General Administrative	$ 90,450	$ 93,164	$ 95,958	$ 98,837	$ 101,802	$ 104,856	$ 108,002	$ 111,242	$ 114,579	$ 118,017
Operating & Maintenance	$ 301,500	$ 310,545	$ 319,861	$ 329,457	$ 339,341	$ 349,521	$ 360,007	$ 370,807	$ 381,931	$ 393,389
Utilities	$ 402,000	$ 414,060	$ 426,482	$ 439,276	$ 452,455	$ 466,028	$ 480,009	$ 494,409	$ 509,242	$ 524,519
Staff Payroll & Benefits	$ 582,900	$ 600,387	$ 618,399	$ 636,951	$ 656,059	$ 675,741	$ 696,013	$ 716,893	$ 738,400	$ 760,552
Taxes & Insurance	$ 315,168	$ 324,623	$ 334,362	$ 344,393	$ 354,724	$ 365,366	$ 376,327	$ 387,617	$ 399,245	$ 411,223
Property Management	$ 179,539	$ 184,926	$ 190,473	$ 196,188	$ 202,073	$ 208,135	$ 214,379	$ 220,811	$ 227,435	$ 234,258
Replacement Reserves	$ 120,600	$ 127,945	$ 131,783	$ 135,736	$ 139,808	$ 144,003	$ 148,323	$ 152,772	$ 157,356	$ 162,076
Proforma Operating Expenses	**$ 1,992,157**	**$ 2,055,649**	**$ 2,117,318**	**$ 2,180,838**	**$ 2,246,263**	**$ 2,313,651**	**$ 2,383,060**	**$ 2,454,552**	**$ 2,528,189**	**$ 2,604,034**
Effective Net Operating Income	**$ 5,189,421**	**$ 5,269,561**	**$ 5,354,396**	**$ 5,440,311**	**$ 5,527,308**	**$ 5,615,392**	**$ 5,704,563**	**$ 5,794,824**	**$ 5,886,175**	**$ 5,978,616**
Senior Debt Service	$3,986,190	$3,986,190	$3,986,190	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783
Debt Service Coverage	130%	132%	134%	123%	125%	127%	129%	131%	133%	135%
Residual Receipts	**$ 1,203,231**	**$ 1,283,371**	**$ 1,368,206**	**$ 1,026,527**	**$ 1,113,525**	**$ 1,201,608**	**$ 1,290,780**	**$ 1,381,040**	**$ 1,472,391**	**$ 1,564,833**
LP Asset Mgt Fee	$ 30,000	$ 30,900	$ 31,827	$ 32,782	$ 33,765	$ 34,778	$ 35,822	$ 36,896	$ 38,003	$ 39,143
DDF Payments	$ 1,173,231	$ 1,252,471	$ 1,336,379	$ 993,745	$ 1,079,760	$ 1,166,830	$ 1,254,958	$ 1,344,144	$ 1,434,388	$ 1,525,690
DDF Balance	$ 18,342,605	$ 17,090,134	$ 15,753,755	$ 14,760,010	$ 13,680,250	$ 12,513,420	$ 11,258,462	$ 9,914,318	$ 8,479,929	$ 6,954,240
Surplus Cash	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

Revenue Escalation:	2.00%
Expense Escalation:	3.00%
Property Management:	2.50%
Vacancy Assumption:	5.00%
Deferred Developer Fee :	$19,515,836

Permanent Loan Amount	$68,140,000
Loan Term	40
Core Loan Rate	5.55%
NHD & Trustee Factor	0.30%
Total Loan Rate	5.85%
Annual Debt Service	$4,413,783

pfm

Nevada Housing Division
Multifamily Housing Revenue Bonds
Skyline Flats
Series 2025

	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047
INCOME										
Annual Gross Rental Income	$ 8,607,719	$ 8,779,874	$ 8,955,471	$ 9,134,581	$ 9,317,272	$ 9,503,618	$ 9,693,690	$ 9,887,564	$ 10,085,315	$ 10,287,022
Other: Ancillary Revenue	$ 607,337	$ 619,484	$ 631,874	$ 644,511	$ 657,401	$ 670,549	$ 683,960	$ 697,639	$ 711,592	$ 725,824
Total Residential Income	$ 9,215,057	$ 9,399,358	$ 9,587,345	$ 9,779,092	$ 9,974,674	$ 10,174,167	$ 10,377,650	$ 10,585,203	$ 10,796,907	$ 11,012,846
Less: Residential Vacancy/Discounts	$ (460,753)	$ (469,968)	$ (479,367)	$ (488,955)	$ (498,734)	$ (508,708)	$ (518,883)	$ (529,260)	$ (539,845)	$ (550,642)
Proforma Gross Income	**$ 8,754,304**	**$ 8,929,390**	**$ 9,107,978**	**$ 9,290,137**	**$ 9,475,940**	**$ 9,665,459**	**$ 9,858,768**	**$ 10,055,943**	**$ 10,257,062**	**$ 10,462,203**
EXPENSES										
General Administrative	$ 121,557	$ 125,204	$ 128,960	$ 132,829	$ 136,814	$ 140,918	$ 145,146	$ 149,500	$ 153,985	$ 158,605
Operating & Maintenance	$ 405,191	$ 417,347	$ 429,867	$ 442,763	$ 456,046	$ 469,727	$ 483,819	$ 498,334	$ 513,284	$ 528,682
Utilities	$ 540,254	$ 556,462	$ 573,156	$ 590,351	$ 608,061	$ 626,303	$ 645,092	$ 664,445	$ 684,378	$ 704,909
Staff Payroll & Benefits	$ 783,369	$ 806,870	$ 831,076	$ 856,008	$ 881,689	$ 908,139	$ 935,383	$ 963,445	$ 992,348	$ 1,022,119
Taxes & Insurance	$ 423,559	$ 436,266	$ 449,354	$ 462,835	$ 476,720	$ 491,021	$ 505,752	$ 520,925	$ 536,552	$ 552,649
Property Management	$ 241,286	$ 248,525	$ 255,980	$ 263,660	$ 271,570	$ 279,717	$ 288,108	$ 296,751	$ 305,654	$ 314,824
Replacement Reserves	$ 166,939	$ 171,947	$ 177,105	$ 182,418	$ 187,891	$ 193,528	$ 199,333	$ 205,313	$ 211,473	$ 217,817
Proforma Operating Expenses	**$ 2,682,155**	**$ 2,762,620**	**$ 2,845,499**	**$ 2,930,864**	**$ 3,018,789**	**$ 3,109,353**	**$ 3,202,634**	**$ 3,298,713**	**$ 3,397,674**	**$ 3,499,604**
Effective Net Operating Income	**$ 6,072,148**	**$ 6,166,770**	**$ 6,262,479**	**$ 6,359,274**	**$ 6,457,150**	**$ 6,556,106**	**$ 6,656,134**	**$ 6,757,231**	**$ 6,859,388**	**$ 6,962,599**
Senior Debt Service	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783	$4,413,783
Debt Service Coverage	138%	140%	142%	144%	146%	149%	151%	153%	155%	158%
Residual Receipts	**$ 1,658,365**	**$ 1,752,986**	**$ 1,848,696**	**$ 1,945,490**	**$ 2,043,367**	**$ 2,142,322**	**$ 2,242,351**	**$ 2,343,447**	**$ 2,445,605**	**$ 2,548,816**
LP Asset Mgt Fee	$ 40,317	$ 41,527	$ 42,773	$ 44,056	$ 45,378	$ 46,739	$ 48,141	$ 49,585	$ 51,073	$ 52,605
DDF Payments	$ 1,618,048	$ 1,711,459	$ 1,805,923	$ 1,818,810	$ -	$ -	$ -	$ -	$ -	$ -
DDF Balance	$ 5,336,192	$ 3,624,733	$ 1,818,810	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Surplus Cash	**$ -**	**$ -**	**$ -**	**$ 82,624**	**$ 1,997,989**	**$ 2,095,583**	**$ 2,194,210**	**$ 2,293,862**	**$ 2,394,532**	**$ 2,496,210**

Borrower Financing Representation

Proposed Project:

To facilitate review and approval of financing by the Nevada State Board of Finance for the proposed project the sponsor/borrower should demonstrate it has evaluated reasonable alternative financing providers/programs. Select Option A and provide the requested information. Should the sponsor/borrower prefer not to provide, or be unable to provide, information requested in Option A, select Option B.

A narrative discussion of the rationale for selection of your proposed lender would be helpful and can be provided in the Sponsor/Borrower Statement section. This would be particularly useful should you select Option B.

☒**Option A**

Lender	Rate	Fees
Barclays	6.03%	0.75% Origination Fee
Western Alliance Bank	5.86%	1.00% Origination Fee
Deutsche Bank	6.33%	0.75% Origination Fee

☐**Option B**

Sponsor/Borrower Statement:

DocuSigned by:
Nash M. Chute
658170E36B58493...

By______________________________

Title Capital Markets Associate

Firm Dominium Development & Acquisition

Project Narrative

Project Name: Skyline Flats

Project Address: NE of Dandini Blvd & Raggio Pkwy

Project Description: Skyline Flats ("The Project") is a proposed new construction project situated just Northeast of Dandini Blvd and Raggio Pkwy, and Southwest of the intersection of W 1st Ave and McGuffey Rd. The project is set to be financed through 4% Low-Income Housing Tax Credits (LIHTC) and Multifamily Private Activity Bonds issued by the Nevada Housing Division (NHD). Its purpose is to provide housing for individuals at or below 60% of the Area Median Income. Dominium aims to provide high-quality, safe, and energy-efficient housing options for low-income individuals and families.

The Skyline Flats project is proposing two-, three-, and four-bedroom units across 14 three-story walkup buildings. Each unit plans to have in-unit washers and dryers for rent, dishwashers, microwaves, garbage disposals, pantries, and ample cabinet and closet storage. Interior finishes will include wood cabinetry, hard-surfaced countertops, and vinyl flooring in kitchens, entries, dining areas, bathrooms, and laundry rooms. Units will also feature energy-efficient designs with Energy Star-rated appliances, LED light fixtures, high R-value insulation, and automatic thermostat controls. Amenities may include multiple children's playground, a pool/spa area, a bus shelter for students, a central clubhouse with a furnished clubroom, fitness center, and leasing offices. The development plans to promote water conservation through ion water meters and extensive xeriscape landscaping. Residents will have close access to retail and restaurants, as well as a short drive to major grocery chains such as Costco, Walmart, and Winco Foods. Furthermore, those with small children will also enjoy the quick, walkable access to Lois Allen Elementary School.

Universal Design: All units will incorporate Universal Design Features to provide equitable use among all residents and be geared to universally adapt to a resident's pace and ability. The thoughtful design will provide accessibility, security and safety to all residents and visitors. The property will be built with high-quality construction materials that ensures the long-term durability of the project.

Readiness-to-proceed: The vacant site is fully entitled and has received full site plan approval from the City of Reno (included in the application), with the anticipation of starting construction in Q2 of 2025.

Experience and track record of development and management team: Founded in 1972, Dominium is now one of the largest affordable apartment development and management companies in the nation. Created as a family of companies (Dominium Development and Acquisition, LLC / Dominium Management Services, LLC), Dominium utilizes a variety of real estate disciplines throughout the development and acquisition process. Dominium has grown

substantially over the past several years by becoming a leader in the real estate industry. Since 1991, Dominium has grown from a company with 3,000 apartment units to a company that now owns and operates over 38,000 apartment units. This growth is credited to the company's ability to adapt to an ever-changing real estate market. Dominium’s goal is to make a lasting positive impact in the places where it develops and manages residential communities. By understanding the needs of future residents, Dominium creates best-in-class affordable housing communities that go beyond the expected in terms of quality and amenities.
After construction is completed, Dominium Management Services, LLC (DMS) will manage the apartment complex. DMS has developed a reputation of excellence among the lenders, investors, and state agencies with which we work. Dominium, as a long-term owner of properties, has a significant advantage with DMS as its management partner because of our long-term approach to investment in our properties. DMS embodies these ideals by supporting our residents, properly investing in the operation and maintenance of a project, and driving the results needed to achieve the development plan. This approach also ensures timely and accurate compliance reporting to state agencies and other important stakeholders. DMS’s management staff is well-trained to manage the specialized requirements of the tax-exempt bond program, and Section 42 of the Internal Revenue Code (LIHTC compliance) and any special requirements of local housing authorities. The strong partnership between Dominium's ownership, development team, and management company has come to be recognized as "The Dominium Difference."

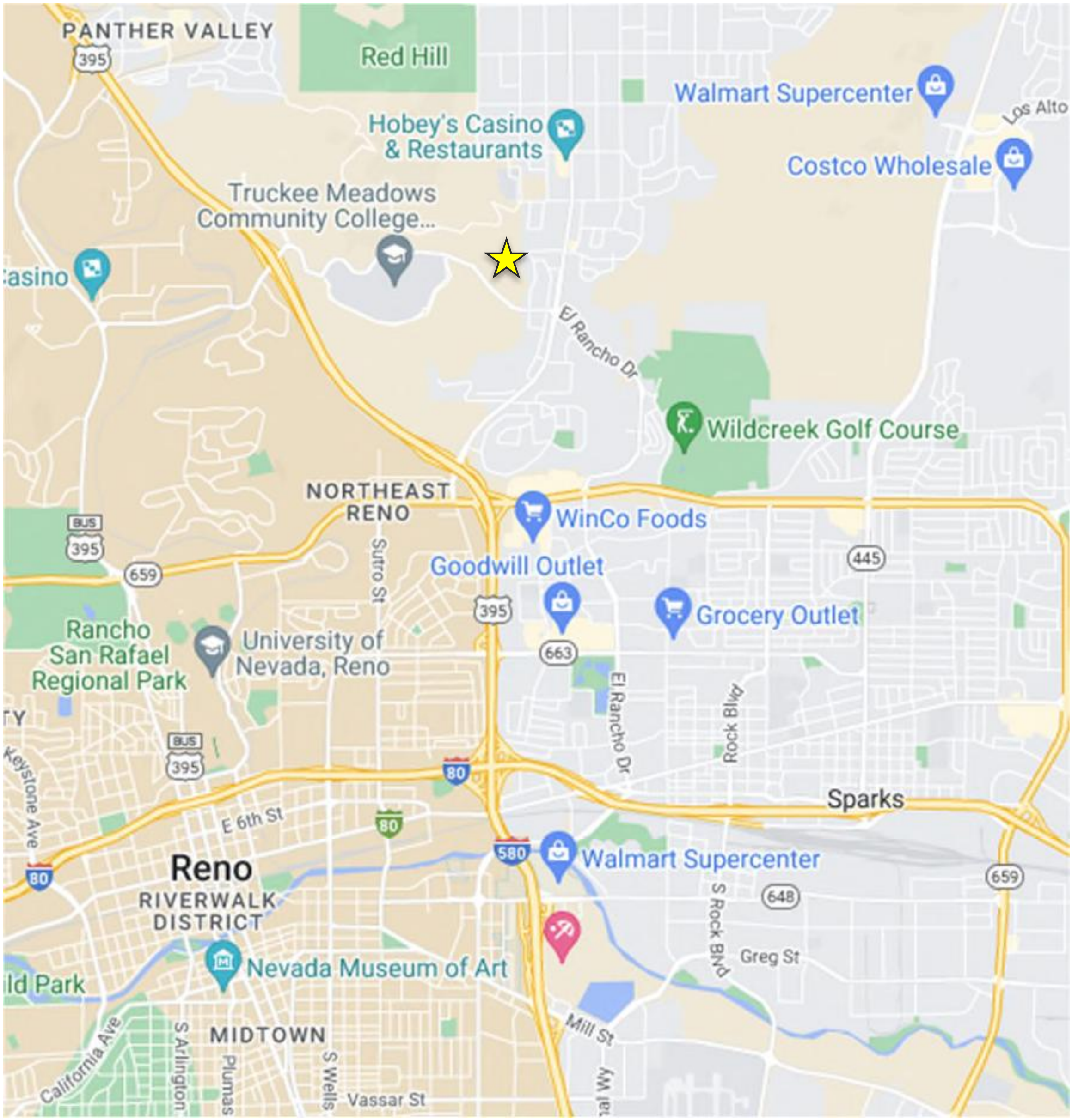
Site suitability: All ordinary public utilities, improvements and services are present in the surrounding area (e.g., water, natural gas, electricity, and paved streets with lighting and concrete curbs and gutters, fire and police protection).

Qualified Census Tract: This site is located within Qualified Census Tract (QCT) number 32031002703. The eligible basis attributable to new construction or rehabilitation costs for a tax-exempt bond financed Project is eligible for basis increase (up to 30 percent).

Affordable Housing Needs: Skyline Flats aims to alleviate the growing shortage of affordable housing in the Reno metro area. In the Annual Action Plan 2023-24, the State of Nevada states the objective to increase the supply of affordable housing opportunities through development of new housing units for rental. Additionally, according to the National Low Income Housing Coalition, 70% of Low-Income households are cost burdened, of which 18% are severely cost burdened. This development plans to provide 402 high-quality rental homes for person(s) experiencing these burdens.

The 2024 HUD Fair Market Rents for the Reno Metropolitan Statistical Area are $1,582 for a two-bedroom unit, $2,229 for a three-bedroom unit and $2,703 for a four-bedroom unit. In contrast, rents at Skyline Flats will be $1,366 for a two-bedroom unit, $1,578 for a three-bedroom unit, and $1,761 for a four-bedroom unit, making them significantly more affordable for low- and moderate-income families.


SOUTH PARCEL
NOT A PART
NORTH PARCEL
MC GUFFEY RD.
DANDINI BOULEVARD
NOT A PART
Area C
Area A
Area B
RAMPION WAY
PROSSER VALLEY DITCH
SUNFLOWER DRIVE
MC GUFFEY RD.
W. 1ST AVENUE
EXISTING SINGLE FAMILY HOMES


PANTHER VALLEY
395
Red Hill
Walmart Supercenter
Los Alto
Hobey's Casino
& Restaurants
Costco Wholesale
Truckee Meadows
Community College...
asino
El Rancho Dr
Wildcreek Golf Course
NORTHEAST
RENO
WinCo Foods
BUS
395
659
Sutro St
Goodwill Outlet
445
395
Grocery Outlet
Rancho
San Rafael
Regional Park
University of
Nevada, Reno
663
El Rancho Dr
Rock Blvd
Keystone Ave
BUS
395
80
Sparks
E 6th St
80
80
580
Walmart Supercenter
Reno
RIVERWALK
DISTRICT
648
659
S Rock Blvd
Greg St
Nevada Museum of Art
ild Park
Mill St
California Ave
S Arlington
Plumas
MIDTOWN
S Wells
Vassar St

1 FRONT ELEVATION

2 LEFT ELEVATION

3 BACK ELEVATION

Nevada Housing Division Multi-family Tax-Exempt Bond Program
Development Executive Summary

Development: Skyline Flats
Development Type: New Construction
BoF Meeting Date: 12.19.2024

Administrator's Summary

This bond issuance of $90.6 million will be used to provide for the new construction of 402 units of affordable family apartments in Reno. The rental housing will serve 402 households at or below 60% of area median income (AMI). The project developer is Dominium Development, which has over 50 years of affordable housing experience and has successfully developed 220 properties across the country. This will be their first new construction project in Nevada.

- 402 Family Units
- New construction
- 100% Affordable Rents
- 402 units <60% AMI
- 2 bedroom units = 117, 3 bedroom units = 129, 4 bedroom units =156
- 2 bedroom rents $629 less than market rate
- 3 bedroom rents $767 less than market rate
- 4 bedroom rents $734 less than market rate
- Cost per unit = $444320
- Cost per bond cap allocation = $225373
- Developer –Dominium Development
- Equity Investor – Polaris Capital
- Loan – Jones Lang LaSalle
- $90.6M in Bond Proceeds trips $73.6M in LIHTC Equity (41.2% of total development cost)

	Skyline Flats	Program Average	Notes
Total Tax-exempt Bond ask	$ 90,600,000	$ 33,873,500	Average of last 10 New Construction projects previously approved
Total Development Cost	$ 178,616,731	$ 63,644,853	Average of last 10 New Construction projects previously approved
Size of site	58.34 Acres	6.13 Acres	
Total # of Units	402	183	Average of last 10 New Construction projects previously approved
Cost Per Unit	$ 444,320	$ 365,222	Average of last 10 New Construction projects previously approved
Bond Cap used Per Unit	$ 225,373	$ 192,054	Average of last 10 New Construction projects previously approved
Percentage of Units above 60% AMI	0.00%	5.0%	0 units in this project
Percentage of Units at 60% AMI	100.00%	67.0%	402 Units in this project
Percentage of Units at 50% AMI	0.00%	18.0%	0 units in this project
Percentage of Units at 40% AMI	0.00%	1.0%	0 units in this project
Percentage of Units at 30% AMI	0.00%	9.0%	0 units in this project
Veteran's Preference	Yes	Yes	

	Skyline Flats	Estimated Market Rate	Notes
Average 1 Bedroom Rent	n/a	n/a	n/a
Average 2 Bedroom Rent	$ 1,366	$ 1,995	Renthop.com Nov 2024
Average 3 Bedroom Rent	$ 1,578	$ 2,345	Renthop.com Nov 2024
Average 4 Bedroom Rent	$ 1,761	$ 2,495	Renthop.com Nov 2024
Average Vacancy Rate	n/a	2.54%	Kidder Matthews 2Q 2024

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

1830 E. College Parkway, Suite 200
Carson City, NV 89706

DATE:	December 5, 2024
TO:	State Board of Finance
AGENDA ITEM:	Approval of the Findings of Fact of the Administrator of the Nevada Housing Division concerning the Multi-Unit Housing Revenue Bonds (Vintage at Laughlin Apartments)
PETITIONER:	Steve Aichroth – Administrator, Nevada Housing Division

____

A. Time and Place of Meeting:

1:00 p.m., Thursday, December 19, 2024, at the Old Assembly Chambers of the Capitol Building, 101 N. Carson Street, Carson City, Nevada 89701.

B. Matter to be reviewed: The Findings of Fact ("Findings") of the Administrator of the Housing Division concerning the Multi-Unit Housing Revenue Bonds (Vintage at Laughlin Apartments).

C. The Findings relate to the issuance of up to $17,000,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the acquisition and rehabilitation of a 150-unit senior apartment complex located at 2250 Cougar Dr., Laughlin, Nevada (the "Project").

D. The Housing Division will issue up to $17,000,000 of multi-unit housing revenue bonds which will be a direct bond purchase by Citibank. The borrower entity will be Vintage at Laughlin 2, LP, a to-be-created limited partnership consisting of Vintage at Laughlin 2, LLC as a 0.01% General Partner entity and R4 Capital LLC ("R4") as 99.99% Limited Partner. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc. will be the sole member of the General Partner LLC. R4 will provide an equity investment of approximately $9,949,579 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits. The proposed private placement financing structure is in compliance with NRS and NAC Chapters 319 (Nevada Housing Finance Law).

E. Background of Agenda Item:

The Project borrower/developer, in concert with the Housing Division's financial team and bond counsel, has prepared the necessary documents to implement this new construction housing project. Further, the project, as proposed, complies with the intent and purpose of Nevada Housing Finance Law. Also, the program and bond documents prepared will comply with the Internal Revenue Code of 1986 (United States Code Title 26), as amended.

F. Staff Recommendation:

The Administrator of the Housing Division, in consultation with the financial and lending professionals of the Housing Division, recommends approval of the Findings, to the Board of Finance, for the issuance by the Nevada Housing Division of an issue of bonds known as "Multi-Unit Housing Revenue Bonds (Vintage at Laughlin Apartments)."

G. Attorney Opinion:

The Findings of Fact of the Administrator of the Housing Division have been reviewed by the Housing Division's Legal Counsel; and assuming the factual matter stated therein is accurate, and except for the bond issue cash flow analyses and other financial and statistical data included therein as to which no opinion is expressed, the findings comply with the requirements of NRS 319.190, 319.260 and 319.270.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

FINDINGS OF FACT

Multi-Unit Housing Revenue Bonds
Vintage at Laughlin Apartments

In accordance with the requirements of NRS 319.190, 319.260 and 319.270, and based upon the memorandum of support, the Administrator of the Nevada Housing Division finds that:

1. There exists a shortage of decent, safe and sanitary senior housing at rental rates that eligible seniors can afford within the Laughlin, Nevada rental housing markets, as determined by the Administrator.

2. Private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe and sanitary rental housing in such housing market areas at rental rates, which seniors of low and moderate income can afford.

3. The proposed multifamily project will increase the supply and improve the quality of decent, safe and sanitary rental housing for eligible seniors.

4. The rental housing to be assisted by the Housing Division pursuant to the provisions of NRS and NAC Chapter 319 will be for public use and will provide a material public benefit to Laughlin, Nevada.

5. The Housing Division's estimates of revenues to be derived from the mortgage made under the proposed project, together with all bond proceeds, all subsidies, grants or other financial assistance and guarantees issued from other entities to be received in connection with the bond financing, will be sufficient to pay the amount

estimated by the Housing Division as necessary for debt service on the bonds issued for the financing of the proposed project.

BY: ______________________________ DATE: ________________

Steve Aichroth
Administrator
Nevada Housing Division

December 5, 2024

Steve Aichroth, Administrator
Nevada Housing Division
1830 College Parkway, Suite 200
Carson City, NV 89706

Re: Multi-Unit Housing Revenue Bonds
(Vintage at Laughlin) Series 2025

Mr. Aichroth:

This Review and Opinion is provided in support of the request by the Nevada Housing Division ("Division") to the State of Nevada Board of Finance for approval of the Findings of Fact regarding the Vintage at Laughlin project ("Project"). The Division is requesting authorization from the State of Nevada Board of Finance for issuance of up to $17,000,000 of Nevada Housing Division multi-unit housing revenue bonds to fund the rehabilitation of this affordable senior housing development located in the town of Laughlin, Nevada.

PFM Financial Advisors LLC ("PFM") has reviewed the Application of the borrower for financing of the Project and related supporting material submitted to the Division. We have also discussed the Project and financing with representatives of the borrower and Division staff.

The proposed financing will be a direct placement loan with Citibank, which provides both construction and permanent financing. The overall financing is reviewed in greater detail in Exhibits A, B and D.

The proposed Project has applied for local volume cap allocation and anticipates endorsement by Clark County. A tax-exempt financing by the Division of this Project is necessary for compliance with Federal tax rules to qualify the Project for 4% Low Income Housing Tax Credits. Equity proceeds from the sale of these credits are critical to successful completion of the funding strategy at the proposed restricted income levels.

In our opinion, the Project and the proposed financing meet the requirements of NRS 319.260 and NAC 319.712, and we recommend it for submittal to the Board of Finance for approval. Debt issuance will be subject to final loan and equity approval, and loan, bond, and tax documentation.

The following Exhibits A and B have been prepared by PFM. Exhibits C and D were submitted by the Borrower.

Exhibit A: Project Overview and Plan of Finance
Exhibit B: Project Operating Proforma
Exhibit C: Borrower Finance Plan Statement
Exhibit D: Borrower Provided Additional Narrative

Sincerely,

PFM Financial Advisors LLC

Maggie Marshall

Maggie Marshall, *Senior Managing Consultant*

EXHIBIT A

Project Overview and Plan of Finance

The Project

The Project consists of rehabilitation of an existing rental development built in 2010, which is located approximately one-half mile east of the main residential thoroughfare in the town of Laughlin. The property is a 150-unit rental development situated on a site of approximately 5.18 acres. The development consists of 61 one-bedroom and 89 two-bedroom units across three connected 3-story buildings. The property has a wide array of common space amenities including a library, computer lab, fitness, beauty salon, theater, and senior center. Outdoor amenities include a swimming pool, patio, and courtyard area. Greater detail regarding the Project configuration and amenities is included in Exhibit D.

Scope of Work

Rehabilitation will focus on three main areas: building and site exterior, unit upgrades, and energy efficiency. Property improvements will include landscaping upgrades, restriping of parking garage, elevator upgrades, property signage, and new energy efficient property and building exterior lighting. The scope of work provided by the borrower identifies a hard cost per unit of $34,782, inclusive of rehabilitation to common space areas. The borrower has provided a Property Condition Assessment dated April 15, 2024 which notes that the "property appeared to be in good condition", and that "the overall level of preventative maintenance appeared to be good".

A summary of the unit mix and rent restrictions are provided in Table A.

Table A: Project Unit & Rent Profile

Unit Mix	AMI Restriction	Number Units	Unit Size (SF)	Allowable Monthly Rent [1]	Less Utility Allowance [2]	Tenant Share Monthly Rent [2]	Total Monthly Revenue	Total Annual Revenue
1 Bedroom	40%	3	642	$714	$99	$615	$1,845	$22,140
1 Bedroom	60%	58	642	$1,071	$99	$972	$56,376	$676,512
2 Bedroom	40%	5	912	$857	$122	$735	$3,675	$44,100
2 Bedroom	60%	84	912	$1,285	$122	$1,163	$97,692	$1,172,304
Total Units		150					$159,588	$1,915,056
							Ancillary Income	$24,120

[1] 2024 Income Limits (Las Vegas-Henderson-Paradise MSA)

[2] Based on Southern Nevada Regional Housing Authority Energy Efficient Systems Utility Allowance

Project Developers

Vintage Housing Development Inc.
369 San Miguel Drive, Suite 135
Newport Beach, CA 92660

Greenstreet Development
1 East First Street
Reno, NV 89501

Vintage Housing and Greenstreet Development have developed over 15,000 market rate and affordable housing units in Nevada, California, and Washington with over 3,000 in the Reno-Sparks area.

Borrower Entity

The borrower entity will be Vintage at Laughlin 2, LP, a to-be-created limited partnership consisting of Vintage at Laughlin 2, LLC as a 0.01% General Partner entity and R4 Capital LLC ("R4") as 99.99% Limited Partner. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc. will be the sole member of the General Partner LLC. R4 will provide an equity investment of approximately $9,949,579 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits.

The periodic advances of the equity investment by R4 are expected to occur as follows (subject to adjustment):

- 1st Installment: $994,958 at Closing (March 2025)
- 2nd Installment: $497,479 at 75% Completion (March 2026)
- 3rd Installment: $8,457,142 at Delivery of IRS Form 8609 (October 2026)

Property Management

FPI Management
800 Iron Point Road
Folsom, CA 95630

Vintage at Laughlin will continue to be managed by FPI Property Management. This Folsom-based company started in 1968 and is one of the largest full-service property management companies in the United States today. FPI has 80,000 units in its portfolio including several thousand units of family and senior affordable housing similar to Vintage. FPI staff manages the property onsite with its own personnel.

Plan of Finance:

The financing is proposed as a direct bond purchase by Citibank N.A. The bonds will be held by Citibank or an affiliate and not sold to the public. Tax-exempt bonds in an amount not to exceed $17,000,000 will be issued by the Division. The bonds are expected to be reduced to approximately $15,030,000 following completion of construction and permanent loan conversion. Citibank will also provide taxable construction period financing (not issued by the Division) of approximately $4,300,000 to fund project costs in advance of final tax credit equity installments. Greater detail regarding the Citibank debt financing is provided in the Bond/Loan Term section.

Reserves:

The Borrower will be required to fund deposits to a replacement reserve initially estimated at $250/unit/year for years 1 - 5. Thereafter, subject to increases once every 5 years based on future physical needs assessments.

The Borrower will also be required to fund an Operating Reserve initially set at approximately $545,000.

Sources and Uses:

The source and application of funds during both construction and permanent phases of the Project are summarized in Table B, below:

Table B: Sources and Uses of Funds

Sources of Funds	Construction Phase	Permanent Phase
NHD Tax-Exempt Bond Proceeds	$17,000,000	$15,030,000
Taxable Construction Loan	$4,300,000	
LIHTC Equity	$1,492,437	$9,949,579
Seller Carry Back Loan	$2,500,000	$2,500,000
Clark County HOME	$725,000	$725,000
NHD Section 1602	$1,198,500	$1,198,500
Pre-Conversion Cashflow	$1,461,773	$1,538,708
Deferred Developer Fee		$2,846,532
	$28,677,710	$33,788,319

Uses of Funds	Construction Phase	Permanent Phase	$/Unit
Land Cost	$1,676,115	$1,676,115	$11,174
Building Acquisition	$16,947,385	$16,947,385	$112,983
Construction Hard Costs	$6,350,000	$6,350,000	$42,333
Soft Costs	$1,362,364	$1,489,967	$9,933
Construction Period Interest	$1,581,846	$1,689,852	$11,266
Contingencies	$760,000	$760,000	$5,067
Operating & Repair Reserves		$545,000	$3,633
Developer Fee		$4,330,000	$28,867
	$28,677,710	$33,788,319	$225,255

Bond/Loan Term Summary:

Lender: Citibank, N.A.

Bond Structure:

Construction Phase

- Estimated at $17,000,000
- Not to exceed 80% of costs
- Tax-Exempt Interest Rate: one-month Term SOFR plus 2.00%
- Tax-Exempt Interest Rate estimated at 7.59% (including Division/Trustee fees) as of 10/25/2024.
- Bonds are interest only
- Term – 30 months from initial loan closing date, plus one 6-month extension

Permanent Phase:

- Estimated at $15,030,000
- Not to exceed 90% loan to value based on final appraisal
- Interest rate estimated at 5.90% (including Division/Trustee fees) as of 10/25/2024
- Amortization factor: 40 years
- Maturity – 18 years following Closing Date
- Payments are monthly principal and interest.
- Debt Service Coverage – Minimum of 1.15 to 1.00

Fees: 1) Issuer Annual Fee @ 0.25% (25 bp) paid monthly in advance

2) Trustee Annual Fee @ 0.05% (5 bp) paid monthly in advance

Bond Rating: Not rated.

Nevada Housing Division
Multifamily Housing Revenue Bonds
Vintage at Laughlin
Series 2025

	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036
INCOME										
Annual Gross Rental Income	$ 1,992,424	$ 2,032,273	$ 2,072,918	$ 2,114,377	$ 2,156,664	$ 2,199,797	$ 2,243,793	$ 2,288,669	$ 2,334,443	$ 2,381,131
Other: Ancillary Revenue	$ 25,094	$ 25,596	$ 26,108	$ 26,630	$ 27,163	$ 27,706	$ 28,260	$ 28,826	$ 29,402	$ 29,990
Total Residential Income	$ 2,017,519	$ 2,057,869	$ 2,099,026	$ 2,141,007	$ 2,183,827	$ 2,227,504	$ 2,272,054	$ 2,317,495	$ 2,363,845	$ 2,411,122
Less: Residential Vacancy/Discounts	$ (100,876)	$ (102,893)	$ (104,951)	$ (107,050)	$ (109,191)	$ (111,375)	$ (113,603)	$ (115,875)	$ (118,192)	$ (120,556)
Proforma Gross Income	**$ 1,916,643**	**$ 1,954,976**	**$ 1,994,075**	**$ 2,033,957**	**$ 2,074,636**	**$ 2,116,128**	**$ 2,158,451**	**$ 2,201,620**	**$ 2,245,652**	**$ 2,290,566**
EXPENSES										
General Administrative	$ 83,015	$ 85,506	$ 88,071	$ 90,713	$ 93,435	$ 96,238	$ 99,125	$ 102,099	$ 105,161	$ 108,316
Operating & Maintenance	$ 102,907	$ 105,995	$ 109,174	$ 112,450	$ 115,823	$ 119,298	$ 122,877	$ 126,563	$ 130,360	$ 134,271
Utilities	$ 156,164	$ 160,849	$ 165,675	$ 170,645	$ 175,764	$ 181,037	$ 186,469	$ 192,063	$ 197,824	$ 203,759
Staff Payroll & Benefits	$ 243,795	$ 251,109	$ 258,642	$ 266,401	$ 274,393	$ 282,625	$ 291,104	$ 299,837	$ 308,832	$ 318,097
Taxes & Insurance	$ 64,496	$ 66,431	$ 68,424	$ 70,477	$ 72,591	$ 74,769	$ 77,012	$ 79,322	$ 81,702	$ 84,153
Property Management	$ 57,499	$ 58,649	$ 60,409	$ 62,221	$ 64,088	$ 66,010	$ 67,991	$ 70,030	$ 72,131	$ 74,295
Replacement Reserves	$ 39,784	$ 40,977	$ 42,207	$ 43,473	$ 44,777	$ 46,120	$ 47,504	$ 48,929	$ 50,397	$ 51,909
Proforma Operating Expenses	**$ 747,661**	**$ 769,516**	**$ 792,602**	**$ 816,380**	**$ 840,871**	**$ 866,097**	**$ 892,080**	**$ 918,843**	**$ 946,408**	**$ 974,800**
Effective Net Operating Income	**$ 1,168,981**	**$ 1,185,459**	**$ 1,201,473**	**$ 1,217,577**	**$ 1,233,765**	**$ 1,250,031**	**$ 1,266,371**	**$ 1,282,777**	**$ 1,299,245**	**$ 1,315,765**
Contribution to Project Budget										
Senior Debt Service	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822
Debt Service Coverage	119%	121%	123%	124%	126%	128%	129%	131%	133%	134%
Residual Receipts	**$ 189,160**	**$ 205,638**	**$ 221,652**	**$ 237,755**	**$ 253,943**	**$ 270,210**	**$ 286,549**	**$ 302,956**	**$ 319,423**	**$ 335,944**
LP Asset Mgt Fee	$ 10,300	$ 10,609	$ 10,927	$ 11,255	$ 11,593	$ 11,941	$ 12,299	$ 12,668	$ 13,048	$ 13,439
DDF Payments	$ 178,860	$ 195,029	$ 210,725	$ 226,500	$ 242,350	$ 258,269	$ 274,251	$ 290,288	$ 306,375	$ 322,505
DDF Balance	$ 2,667,672	$ 2,472,643	$ 2,261,919	$ 2,035,418	$ 1,793,068	$ 1,534,799	$ 1,260,548	$ 970,260	$ 663,885	$ 341,380
Surplus Cash	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

Revenue Escalation:	2.00%
Expense Escalation:	3.00%
Property Management:	3.00%
Vacancy Assumption:	5.00%
Deferred Developer Fee :	$2,846,532

Permanent Loan Amount	$15,030,000
Loan Term	40
Core Loan Rate	5.60%
NHD & Trustee Factor	0.30%
Total Loan Rate	5.90%
Annual Debt Service	$979,822

Nevada Housing Division
Multifamily Housing Revenue Bonds
Vintage at Laughlin
Series 2025

	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046
INCOME										
Annual Gross Rental Income	$ 2,428,754	$ 2,477,329	$ 2,526,876	$ 2,577,413	$ 2,628,962	$ 2,681,541	$ 2,735,172	$ 2,789,875	$ 2,845,672	$ 2,902,586
Other: Ancillary Revenue	$ 30,590	$ 31,202	$ 31,826	$ 32,462	$ 33,112	$ 33,774	$ 34,449	$ 35,138	$ 35,841	$ 36,558
Total Residential Income	$ 2,459,344	$ 2,508,531	$ 2,558,702	$ 2,609,876	$ 2,662,073	$ 2,715,315	$ 2,769,621	$ 2,825,013	$ 2,881,514	$ 2,939,144
Less: Residential Vacancy/Discounts	$ (122,967)	$ (125,427)	$ (127,935)	$ (130,494)	$ (133,104)	$ (135,766)	$ (138,481)	$ (141,251)	$ (144,076)	$ (146,957)
Proforma Gross Income	**$ 2,336,377**	**$ 2,383,104**	**$ 2,430,766**	**$ 2,479,382**	**$ 2,528,969**	**$ 2,579,549**	**$ 2,631,140**	**$ 2,683,763**	**$ 2,737,438**	**$ 2,792,187**
EXPENSES										
General Administrative	$ 111,566	$ 114,913	$ 118,360	$ 121,911	$ 125,568	$ 129,335	$ 133,215	$ 137,212	$ 141,328	$ 145,568
Operating & Maintenance	$ 138,299	$ 142,448	$ 146,721	$ 151,123	$ 155,657	$ 160,326	$ 165,136	$ 170,090	$ 175,193	$ 180,449
Utilities	$ 209,872	$ 216,168	$ 222,653	$ 229,333	$ 236,213	$ 243,299	$ 250,598	$ 258,116	$ 265,860	$ 273,835
Staff Payroll & Benefits	$ 327,640	$ 337,469	$ 347,593	$ 358,021	$ 368,762	$ 379,824	$ 391,219	$ 402,956	$ 415,044	$ 427,496
Taxes & Insurance	$ 86,678	$ 89,278	$ 91,956	$ 94,715	$ 97,557	$ 100,483	$ 103,498	$ 106,603	$ 109,801	$ 113,095
Property Management	$ 76,524	$ 78,820	$ 81,184	$ 83,620	$ 86,128	$ 88,712	$ 91,374	$ 94,115	$ 96,938	$ 99,846
Replacement Reserves	$ 53,466	$ 55,070	$ 56,722	$ 58,424	$ 60,176	$ 61,982	$ 63,841	$ 65,756	$ 67,729	$ 69,761
Proforma Operating Expenses	**$ 1,004,044**	**$ 1,034,166**	**$ 1,065,190**	**$ 1,097,146**	**$ 1,130,061**	**$ 1,163,962**	**$ 1,198,881**	**$ 1,234,848**	**$ 1,271,893**	**$ 1,310,050**
Effective Net Operating Income	**$ 1,332,333**	**$ 1,348,939**	**$ 1,365,576**	**$ 1,382,236**	**$ 1,398,909**	**$ 1,415,586**	**$ 1,432,259**	**$ 1,448,915**	**$ 1,465,545**	**$ 1,482,137**
Contribution to Project Budget										
Senior Debt Service	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822	$979,822
Debt Service Coverage	136%	138%	139%	141%	143%	144%	146%	148%	150%	151%
Residual Receipts	**$ 352,511**	**$ 369,117**	**$ 385,754**	**$ 402,414**	**$ 419,087**	**$ 435,765**	**$ 452,437**	**$ 469,093**	**$ 485,723**	**$ 502,315**
LP Asset Mgt Fee	$ 13,842	$ 14,258	$ 14,685	$ 15,126	$ 15,580	$ 16,047	$ 16,528	$ 17,024	$ 17,535	$ 18,061
DDF Payments	$ 338,669	$ 2,711	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
DDF Balance	$ 2,711	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Surplus Cash	**$ -**	**$ 352,148**	**$ 371,069**	**$ 387,288**	**$ 403,508**	**$ 419,718**	**$ 435,909**	**$ 452,069**	**$ 468,188**	**$ 484,254**

<u>Borrower Financing Representation</u>

Proposed Project: Vintage at Laughlin

To facilitate review and approval of financing by the Nevada State Board of Finance for the proposed project the sponsor/borrower should demonstrate it has evaluated reasonable alternative financing providers/programs. Select Option A and provide the requested information. Should the sponsor/borrower prefer not to provide, or be unable to provide, information requested in Option A, select Option B.

A narrative discussion of the rationale for selection of your proposed lender would be helpful and can be provided in the Sponsor/Borrower Statement section. This would be particularly useful should you select Option B.

☒ **Option A**

Lender	Rate	Fees
Citibank, N.A.	See term sheet	See term sheet

☐ **Option B**

The sponsor/borrower represents that it has performed what it deems to be reasonable due diligence in evaluating and selecting the lender for the proposed project financing. The sponsor/borrower is experienced in arranging funding for projects of the type proposed and is capable of making an informed determination as to the most suited option available for the above-named project.

Sponsor/Borrower Statement:

Vintage is active in the market with over $500 million in transactions in the last 3 years. We are active obtaining debt proposals from most lenders in the market for each deal either directly or indirectly through its partnership with Kennedy Wilson. These lenders include:

Bank of America, Wells, FANNIE, Freddie, US Bank, HUD, JP Morgan, and some smaller lenders.

We have consistently chosen Citi as our lenders based on economic and post-closing service.

Economically - Citi offers a construction to permanent loan product that no other lender can offer. This decreases legal, loan fees, and closing issues for the transaction. The costs savings can vary but exceed 125 BP per deal.

On all other deal terms including rate, forward rate lock, term, they match or exceed the market as well.

On post-closing and flexibility they are the best player in the market. They have a long history and deep understanding of affordable housing. Because they are the bond buyer they have substantially more flexibility to change terms or allow for issues to be fixed on the construction process should they arise.

By ______________________________

Title Manag______________________________

Vintage at Laughlin
2250 Cougar Drive, Laughlin, NV
APN # 264-15-401-005

Project Description

The Vintage at Laughlin project entails the rehabilitation of an existing 150-unit affordable senior housing development located in the Town of Laughlin, NV. The property currently serves as one of the only existing multi-family affordable senior housing developments in the Town of Laughlin, serving the high demand for affordable senior rental homes in the Laughlin/Bullhead City Tri-State region. The rehabilitation of this project will ensure that all units are brought up to modern standards and remain affordable to households with incomes at or below 60% of Area Median Income (AMI).

Physical Design

Vintage at Laughlin consists of 150 apartments, including 61 one-bedroom one-bath units and 89 two-bedroom one-bath units, distributed across three connected 3-story, elevator-served buildings. The attractive building design includes multiple rooflines and gables, balconies, window cornices, and other articulation to increase the curb appeal and reduce the perceived scale of the apartment buildings. The buildings is finished in colored stucco with cement roof tiles.

The apartments include washers and dryers, dishwashers, microwave ovens, garbage disposals, wall-to-wall carpeting, and extensive cabinet and closet storage. The unit mix is as follows:

	#	type	average SF
	61	1 bedroom, 1 bath	580 SF
	89	2 bedroom, 1 bath	792 SF
Total:	150		105,868 SF

Vintage at Laughlin was built to high energy-efficiency standards, and includes high efficiency heating and cooling equipment, EnergyStar appliances, low-E argon thermal pane windows, high R-value wall and attic insulation, and automatic timer thermostat controls. The development also promotes water conservation with extensive xeriscape landscaping. Five percent of the units will remain fully wheelchair accessible; 2% of the units are designed to be accessible for individuals with visual or auditory impairment.

The residence includes a large complement of common space amenities, including a game room, library, computer lab, fitness center, beauty salon, and community room with a kitchen, theater, and senior center. Outdoor amenities include a swimming pool, patio, and courtyard area.

Rehabilitation Scope of Work and Relocation Plan

Vintage at Laughlin was built in 2010. The developers have budgeted approximately $6 million, or about $40,000 per unit, plus $250 per unit per year in replacement reserves in order to maintain the property for at least another 30 years.

Rehabilitation will focus on three main areas: building and site exterior, unit upgrades, and energy efficiency. Property improvements will include landscaping upgrades, restriping of parking garage, elevator upgrades, property signage, and new energy efficient property and building exterior lighting.

The common areas and building corridors will feature new lighting, flooring, and windows. Repairs will be made to existing dry wall as needed, new paint applied in all common areas, and ADA upgrades throughout.

Building upgrades will include new central, HVAC systems and hot water heaters. New cool roof shingles, attic insultation, including gutters and down spouts. Repairs will be made to replace siding, stucco, and exterior paint. Repairs will also inspect and replace identified dry rot.

Unit upgrades will include installation of new cabinets and hardware, including replacement of countertops, in both kitchens and bathrooms. Light fixtures, ceiling fans, low flow plumbing fixtures, flooring, doors, trim, and door hardware will be replaced. New energy efficient appliances including refrigerator, stove, and dishwasher will be installed throughout. Repairs will be made to weatherize doors and waterproof exposed decks and patios. New doors and windows will be installed to improve energy efficiency and lower property expenses. ADA units will receive the same upgrades with features that meet ADA standards.

Renovation will be structured so that there will be minimal disturbances to the current residents. We expect that tenants will be able to stay in their units during the renovations and/or will be offered daytime accommodations while work is being carried out in their unit. The development is currently occupied with qualifying tax credit households, so we anticipate no permanent displacement.

All relocation activities, if any are required, will be conducted in compliance with the Uniform Relocation Assistance (URA) and Real Property Acquisition Policies Act of 1970, as amended, (42 U.S.C. § 4601 et seq.) and its implementing regulations at 49 CFR 24, as applicable.

Location

Vintage at Laughlin is located on a 5.18-acre parcel off of Bruce Woodbury Drive, approximately one-half mile east of the Needles Highway, the main residential thoroughfare. The site is on a bluff overlooking the downtown Laughlin hotels and casinos along the Colorado River. Vista Creek Apartments, a 300-unit affordable family rental development, is located on the adjacent 14.14-acre parcel.

The American Legion Hall Post 60 sits just south of the site, while the Mohave Generating Power Plant (1.0 mile), water reclamation facility (1.6 miles), and downtown hotels and casinos (2.5 miles) are located to the east of the site. The Flamingo Casino, Edgewater Hotel & Casino, Ramada Express, River Palms, Harrahs' Laughlin Hotel & Casino, Colorado Belle, Avi Resort &

Casino, the Golden Nugget, and Don Laughlin's Riverside Resort account for approximately seventy percent of Laughlin's employment. The site is only a short distance from employment centers and neighborhood services.

Neighborhood Services
The project is well served by schools K-12, retail shopping, a grocery store, pharmacy, and an urgent care clinic. William G. Bennett Elementary and Laughlin Junior and Senior High School, are located approximately 1.3 miles and 660 feet away, respectively. Mohave Community College is 6.4 miles from the project site. The nearest pharmacy, inside of a Safeway Store, is 2.4 miles away. A UMC Quick-Care and Circle K can be found approximately 1.5 and 1.9 miles away, respectively. The Laughlin Branch Library is located 1.2 miles from the project site and the Spirit Mountain Activity Center, which provides senior-focused activities and services, is located just one mile from the site.

The nearest public bus transportation stop is located on Bruce Woodbury Drive, adjacent to the site. Route 777 runs seven days a week, 24 hours a day, arriving every 15 minutes after the hour. Route 888 operates seven days a week from 6:30 a.m. until 12:30 a.m. and arrives every 20 minutes after the hour.

Market Demand
All of the units will be affordable to households with incomes at or below 60% of Area Median Income (AMI). Eight units (5.3%) will be reserved for households earning at or below 40% AMI. The income mix is as follows:

# of units	Type	% of AMI
3	1 bdrm	<40%
58	1 bdrm	<60%
5	2 bdrm	<40%
84	2 bdrm	<60%
150 total		

We expect demand for these senior affordable units to remain high, especially since very little in new affordable multi-family has been constructed in Laughlin since the completion of Vintage at Laughlin and the neighboring Vista Creek Apartments.

Development Team

Sponsor	Vintage Housing Development, Inc.
Development Consultant	Praxis Consulting Group, LLC
Owner's Rep/Construction Management	Greenstreet Development Inc.
General Contractor	Mountain West Builders
Architect	BSB Design, Inc.
Property Manager	FPI Property Management

Vintage at Laughlin will be owned by a sole purpose, to-be-created Limited Partnership, Vintage at Laughlin 2, LP. The 0.01% General Partner entity will be a sole purpose, to-be-created Limited

Liability Company, Vintage at Laughlin Partners 2, LLC. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc., will be the sole member of the General Partner LLC.

Vintage at Laughlin is sponsored and developed by Vintage Housing with assistance from Reno-based Greenstreet Development Inc. Together, the principals of Greenstreet Development Inc. and Vintage Housing have financed and built over 15,000 residential units of market rate and affordable multifamily housing, with over 3,000 units in the Reno-Sparks Area.

Nevada housing developments include:

- Silver Creek Apartments, Reno (1998), 376 units – market rate apartments (condominium conversion)
- Boulder Creek Apartments, Sparks (1999), 250 units - family affordable apartments
- Portofino, Henderson (2000), 205 units – senior affordable apartments
- Villas at D'Andrea (2001), 256 units – market rate apartments
- CitiVista Senior Apartments, Reno (2001), 152 units – senior affordable apartments
- Diamond Creek Apartments, Reno (2001), 288 units – family affordable apartments
- The Bluffs, Reno (2003), 300 units - family affordable apartments
- Triana Apartment Homes, Reno (2003), 175 units – market rate condominiums
- Vintage at Seven Hills, Henderson (2004) 244 units - senior affordable apartments
- Waterstone Apartment Homes, Reno (2004), 203 units – market rate apartments
- Fallen Leaf Apartment Homes, Reno (2005), 245 units – market rate condominiums
- Caviata Apartment Homes, Reno (2005), 184 units – market rate apartments
- Vintage at Laughlin (2007) 150 units - senior affordable apartments
- Vista Creek Apartments, Laughlin (2007) 300 units - family affordable apartments
- Vintage at the Crossings, Reno (2016), 230 units – senior affordable apartments
- Steamboat at the Summit, Reno (2017), 360 units – family affordable apartments
- Sky Mountain by Vintage, Reno (2018), 288 units – family affordable apartments
- Sanctuary Apartments, Reno (2019), 208 units – senior affordable apartments
- Azure Apartments, Sparks (2019), 308 units – market rate apartments
- Double R Apartments, Reno (2020), 440 units – market rate apartments
- Springview by Vintage, Reno (2022), 180 units – family affordable apartments

Vintage at Laughlin will continue to be managed by FPI Property Management. This Folsom-based company started in 1968 and is one of the largest full-service property management companies in the United States today. FPI has 80,000 units in its portfolio including several thousand units of family and senior affordable housing similar to Vintage. FPI staff manages the property onsite with its own personnel. All employees go through a rigorous FPI training program and typically have years of experience in managing senior living communities. More about FPI can be found on their website: www.fpimgt.com.

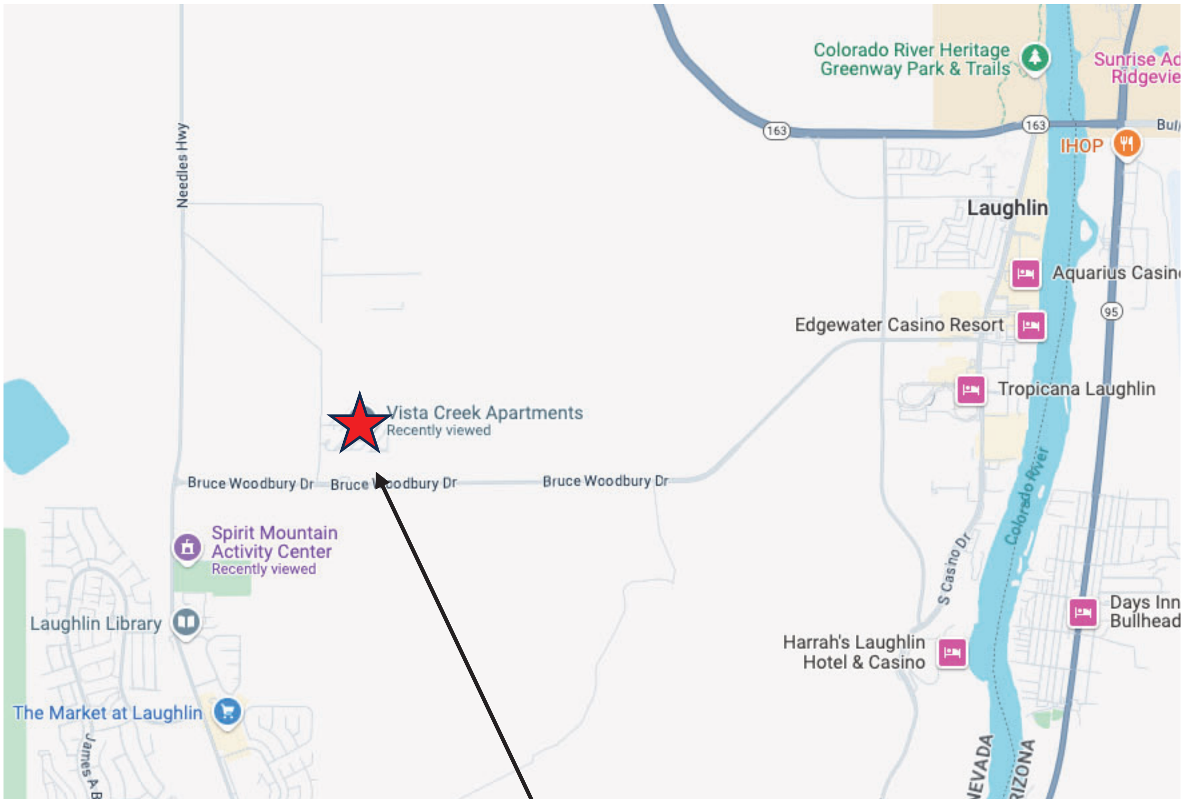
Greenstreet Development Inc. and Vintage Housing receive consulting assistance from Praxis Consulting Group, LLC. Formed in 2004, Praxis is a Nevada-based consulting firm that helps non-profit, for-profit and government organizations develop and finance affordable housing. Praxis also carries out research and technical assistance in the areas of community development, non-profit capacity building, fund raising and public policy development. Since 2005, Praxis has secured the financing for over 100 affordable housing developments, mostly in Nevada, totaling over 11,900 units and $2.3 billion in financing. Financing sources have included project-based housing choice vouchers, public housing operating subsidy, private grants, tax-exempt bonds, 4 percent and 9 percent tax credits, ARRA TCAP and Section 1602 funds, HUD HOME and state housing trust funds, state transitional housing monies, FHLB AHP funds, as well as conventional construction and permanent debt.

Project Financing and Schedule
Project financing will include tax-exempt bonds issued by the Nevada Housing Division and equity from the sale of 4% Low Income Housing Tax Credits as well as a seller carry back note. Additional gap financing will be provided by net operating income during rehabilitation, a re-subordinated Clark County HOME award, re-subordinated NHD Section 1602 funds, and deferred developer fee.

Vintage at Laughlin anticipates closing and beginning construction in March 2025 with construction completion anticipated for August 2026. Conversion is anticipated for October 2026.

Vintage at Laughlin
2250 Cougar Drive, Laughlin, NV
APN # 264-15-401-005

Location Map



Vintage at Laughlin

Vintage at Laughlin
2250 Cougar Drive, Laughlin, NV
APN # 264-15-401-005

Aerial View

Vintage at Laughlin

Vintage at Laughlin
2250 Cougar Drive, Laughlin, NV
APN # 264-15-401-005

Site Plan

Development Executive Summary

Development: Vintage at Laughlin
Development Type: Acquisition & Rehab
BoF Meeting Date: 12.19.2024

Administrator's Summary

This bond issuance of $17.0 million will be used to provide for the acquisition and rehabilitation of 150 units of affordable senior apartments in Laughlin. The rental housing will serve 150 households at or below 60% of area median income (AMI) with 8 units specifically designated for households below 40% AMI. The project developers are the Vintage Housing Development Inc and Greenstreet Development, which have developed over 15,000 market rate and affordable housing units in Nevada, California, and Washington.

- 150 Senior Units
- Acquisition and Rehabilitation
- 100% Affordable Rents
- 142 units <60% AMI, 8 units <40% AMI
- 1 bedroom units = 61, 2 bedroom units = 89
- 1 bedroom rents $405 less than market rate
- 2 bedroom rents $425 less than market rate
- Cost per unit = $225,255
- Cost per bond cap allocation = $113,333
- Developer –Vintage Housing and Greenstreet
- Equity Investor – R4
- Loan – Citibank
- $17.0 M in Bond Proceeds trips $9.9M in LIHTC Equity (29.4% of total development cost)

	Vintage at Laughlin	Program Average	Notes
Total Tax-exempt Bond ask	$ 17,000,000	$ 31,205,000	Average of last 10 Ac/Rehab projects previously approved
Total Development Cost	$ 33,788,319	$ 60,065,020	Average of last 10 Ac/Rehab projects previously approved
Size of site	5.18 Acres	7.18	
Total # of Units	150	184	Average of last 10 Ac/Rehab projects previously approved
Cost Per Unit	$ 225,255	$ 337,538	Average of last 10 Ac/Rehab projects previously approved
Bond Cap used Per Unit	$ 113,333	$ 175,594	Average of last 10 Ac/Rehab projects previously approved
Percentage of Units above 60% AMI	0.00%	3.0%	0 units in this project
Percentage of Units at 60% AMI	95.00%	34.0%	142 Units in this project
Percentage of Units at 50% AMI	0.00%	49.0%	0 units in this project
Percentage of Units at 40% AMI	5.00%	2.0%	8 units in this project
Percentage of Units at 30% AMI	0.00%	12.0%	0 units in this project
Veteran's Preference	n/a	n/a	

	Vintage at Laughlin	Estimated Market Rate	Notes
Average 1 Bedroom Rent	$ 954	$ 1,359	Rent.com Updated 12/2/2024
Average 2 Bedroom Rent	$ 1,139	$ 1,564	Rent.com Updated 12/2/2024
Average Vacancy Rate	n/a	9.00%	Avison Young Q3 2024

State of Nevada
DEPARTMENT OF BUSINESS & INDUSTRY
Housing Division
1830 E. College Parkway, Suite 200
Carson City, NV 89706

DATE:	December 5, 2024
TO:	State Board of Finance
AGENDA ITEM:	Approval of the Findings of Fact of the Administrator of the Nevada Housing Division concerning the Multi-Unit Housing Revenue Bonds (Vista Creek Apartments)
PETITIONER:	Steve Aichroth – Administrator, Nevada Housing Division

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A. Time and Place of Meeting:

1:00 p.m., Thursday, December 19, 2024, at the Old Assembly Chambers of the Capitol Building, 101 N. Carson Street, Carson City, Nevada 89701.

B. Matter to be reviewed: The Findings of Fact ("Findings") of the Administrator of the Housing Division concerning the Multi-Unit Housing Revenue Bonds (Vista Creek Apartments).

C. The Findings relate to the issuance of up to $35,500,000 in multi-unit housing revenue bonds to provide an affordable housing opportunity for the acquisition and rehabilitation of a 300-unit family apartment complex located at 2220 Cougar Dr., Laughlin, Nevada (the "Project").

D. The Housing Division will issue up to $35,500,000 of multi-unit housing revenue bonds which will be a direct bond purchase by Citibank. The borrower entity will be Vista Creek by Vintage, LP, a to-be-created limited partnership consisting of Vista Creek by Vintage Partners, LLC as a 0.01% General Partner entity and R4 Capital LLC ("R4") as 99.99% Limited Partner. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc. will be the sole member of the General Partner LLC. R4 will provide an equity investment of approximately $21,245,702 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits. The proposed private placement financing structure is in compliance with NRS and NAC Chapters 319 (Nevada Housing Finance Law).

E. Background of Agenda Item:

The Project borrower/developer, in concert with the Housing Division's financial team and bond counsel, has prepared the necessary documents to implement this new construction housing project. Further, the project, as proposed, complies with the intent and purpose of

Nevada Housing Finance Law. Also, the program and bond documents prepared will comply with the Internal Revenue Code of 1986 (United States Code Title 26), as amended.

F. Staff Recommendation:

The Administrator of the Housing Division, in consultation with the financial and lending professionals of the Housing Division, recommends approval of the Findings, to the Board of Finance, for the issuance by the Nevada Housing Division of an issue of bonds known as "Multi-Unit Housing Revenue Bonds (Vista Creek Apartments)."

G. Attorney Opinion:

The Findings of Fact of the Administrator of the Housing Division have been reviewed by the Housing Division's Legal Counsel; and assuming the factual matter stated therein is accurate, and except for the bond issue cash flow analyses and other financial and statistical data included therein as to which no opinion is expressed, the findings comply with the requirements of NRS 319.190, 319.260 and 319.270.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

FINDINGS OF FACT

Multi-Unit Housing Revenue Bonds
Vista Creek Apartments

In accordance with the requirements of NRS 319.190, 319.260 and 319.270, and based upon the memorandum of support, the Administrator of the Nevada Housing Division finds that:

1. There exists a shortage of decent, safe and sanitary family housing at rental rates that eligible families can afford within the Laughlin, Nevada rental housing markets, as determined by the Administrator.

2. Private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe and sanitary rental housing in such housing market areas at rental rates, which families of low and moderate income can afford.

3. The proposed multifamily project will increase the supply and improve the quality of decent, safe and sanitary rental housing for eligible families.

4. The rental housing to be assisted by the Housing Division pursuant to the provisions of NRS and NAC Chapter 319 will be for public use and will provide a material public benefit to Laughlin, Nevada.

5. The Housing Division's estimates of revenues to be derived from the mortgage made under the proposed project, together with all bond proceeds, all subsidies, grants or other financial assistance and guarantees issued from other entities to be received in connection with the bond financing, will be sufficient to pay the amount

estimated by the Housing Division as necessary for debt service on the bonds issued for the financing of the proposed project.

BY: ____ DATE: __________________

Steve Aichroth
Administrator
Nevada Housing Division

December 5, 2024

Steve Aichroth, Administrator
Nevada Housing Division
1830 College Parkway, Suite 200
Carson City, NV 89706

Re: Multi-Unit Housing Revenue Bonds
(Vista Creek Apartments) Series 2025

Mr. Aichroth:

This Review and Opinion is provided in support of the request by the Nevada Housing Division ("Division") to the State of Nevada Board of Finance for approval of the Findings of Fact regarding the Vista Creek Apartments project ("Project"). The Division is requesting authorization for issuance of tax-exempt multi-unit housing revenue bonds in an amount up to $35,500,000 to fund the rehabilitation of this affordable family housing development located in the town of Laughlin, Nevada.

PFM Financial Advisors LLC ("PFM") has reviewed the Application of the borrower for financing of the Project and related supporting material submitted to the Division. We have also discussed the Project and financing with representatives of the borrower and Division staff.

The proposed financing will be a direct placement loan with Citibank, which provides both construction and permanent financing. The overall financing is reviewed in greater detail in Exhibits A, B and D.

The proposed Project has applied for local volume cap allocation and anticipates endorsement by Clark County. A tax-exempt financing by the Division of this Project is necessary for compliance with Federal tax rules to qualify the Project for 4% Low Income Housing Tax Credits. Equity proceeds from the sale of these credits are critical to successful completion of the funding strategy at the proposed restricted income levels.

In our opinion, the Project and the proposed financing meet the requirements of NRS 319.260 and NAC 319.712, and we recommend it for submittal to the Board of Finance for approval. Debt issuance will be subject to final loan and equity approval, and loan, bond, and tax documentation.

The following Exhibits A and B have been prepared by PFM. Exhibits C and D were submitted by the Borrower.

Exhibit A: Project Overview and Plan of Finance
Exhibit B: Project Operating Proforma
Exhibit C: Borrower Finance Plan Statement
Exhibit D: Borrower Provided Additional Narrative

Sincerely,

PFM Financial Advisors LLC

Maggie Marshall, *Senior Managing Consultant*

EXHIBIT A

Project Overview and Plan of Finance

The Project

The Project consists of rehabilitation of an existing rental development built in 2010, which is located approximately one-half mile east of the main residential thoroughfare in the town of Laughlin. The property is a 300-unit rental development situated on a site of approximately 14.14 acres. The development consists of 42 one-bedroom, 210 two-bedroom, and 48 three-bedroom units across fourteen 3-story buildings. The property has a community clubhouse with a wide array of amenities including a social room, exercise room, business center, and café. Outdoor amenities include a swimming pool and playground. The development includes 616 parking spaces, 300 of which are covered carports reserved for each unit. Greater detail regarding the Project configuration and amenities is included in Exhibit D.

Scope of Work

Rehabilitation will focus on three main areas: building and site exterior, unit upgrades, and energy efficiency. Property improvements will include landscaping upgrades, restriping of parking garage, elevator upgrades, property signage, and new energy efficient property and building exterior lighting. The scope of work provided by the borrower identifies a hard cost per unit of $34,783, inclusive of rehabilitation to common space areas. The borrower has provided a Property Condition Assessment dated April 15, 2024 which notes that the "property appeared to be in good condition", and that "the overall level of preventative maintenance appeared to be good".

A summary of the unit mix and rent restrictions are provided in Table A.

Table A: Project Unit & Rent Profile

Unit Mix	AMI Restriction	Number Units	Unit Size (SF)	Allowable Monthly Rent [1]	Less Utility Allowance [2]	Tenant Share Monthly Rent [2]	Total Monthly Revenue	Total Annual Revenue
1 Bedroom	40%	2	642	$714	$99	$615	$1,230	$14,760
1 Bedroom	60%	40	642	$1,071	$99	$972	$38,880	$466,560
2 Bedroom	40%	4	912	$857	$122	$735	$2,940	$35,280
2 Bedroom	60%	206	912	$1,285	$122	$1,163	$239,578	$2,874,936
3 Bedroom	40%	2	1,128	$990	$154	$836	$1,672	$20,064
3 Bedroom	60%	46	1,128	$1,485	$154	$1,331	$61,226	$734,712
Total Units		300					$345,526	$4,146,312
							Ancillary Income	$69,800

[1] 2024 Income Limits (Las Vegas-Henderson-Paradise MSA)

[2] Based on Southern Nevada Regional Housing Authority Energy Efficient Systems Utility Allowance

Project Developers

Vintage Housing Development Inc.
369 San Miguel Drive, Suite 135
Newport Beach, CA 92660

Greenstreet Development
1 East First Street
Reno, NV 89501

Vintage Housing and Greenstreet Development have developed over 15,000 market rate and affordable housing units in Nevada, California, and Washington with over 3,000 in the Reno-Sparks area.

Borrower Entity

The borrower entity will be Vista Creek by Vintage, LP, a to-be-created limited partnership consisting of Vista Creek by Vintage Partners, LLC as a 0.01% General Partner entity and R4 Capital LLC ("R4") as 99.99% Limited Partner. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc. will be the sole member of the General Partner LLC. R4 will provide an equity investment of approximately $21,245,702 in exchange for the right to receive 99.99% of the tax benefits available to the Project, including the 4% low-income housing tax credits.

The periodic advances of the equity investment by R4 are expected to occur as follows (subject to adjustment):

- 1st Installment: $2,124,570 at Closing (March 2025)
- 2nd Installment: $1,026,285 at 75% Completion (March 2026)
- 3rd Installment: $18,058,847 at Delivery of IRS Form 8609 (October 2026)

Property Management

FPI Management
800 Iron Point Road
Folsom, CA 95630

Vista Creek will continue to be managed by FPI Property Management. This Folsom-based company started in 1968 and is one of the largest full-service property management companies in the United States today. FPI has 80,000 units in its portfolio including several thousand units of family and senior affordable housing similar to Vintage. FPI staff manages the property onsite with its own personnel.

Plan of Finance:

The financing is proposed as a direct bond purchase by Citibank N.A. The bonds will be held by Citibank or an affiliate and not sold to the public. Tax-exempt bonds in an amount not to exceed $35,500,000 will be issued by the Division. The bonds are expected to remain at approximately $35,500,000 and following completion of construction and permanent loan conversion. Citibank will also provide taxable construction period financing (not issued by the Division) to fund project costs in advance of final tax credit equity installments. Greater detail regarding the Citibank debt financing is provided in the Bond/Loan Term section.

Reserves:

The Borrower will be required to fund deposits to a replacement reserve initially estimated at $300/unit/year for years 1 - 5. Thereafter, subject to increases once every 5 years based on future physical needs assessments.

The Borrower will also be required to fund an Operating Reserve initially set at approximately $1,830,828.

Sources and Uses:

The source and application of funds during both construction and permanent phases of the Project are summarized in Table B, below:

Table B: Sources and Uses of Funds

Sources of Funds	Construction Phase	Permanent Phase	
NHD Tax-Exempt Bond Proceeds	$35,500,000	$35,500,000	
Taxable Construction Loan	$13,000,000		
LIHTC Equity	$3,186,855	$21,245,702	
Seller Carry Back Loan	$2,000,000	$2,000,000	
Clark County HOME	$525,000	$525,000	
NHD Section 1602	$2,071,219	$2,071,219	
Pre-Conversion Cashflow	$3,806,672	$3,806,672	
Deferred Developer Fee		$6,713,783	
	$60,089,746	$71,862,376	
Uses of Funds			**$/Unit**
Land Cost	$2,059,811	$2,059,811	$6,866
Building Acquisition	$39,136,408	$39,136,408	$130,455
Construction Hard Costs	$12,000,000	$12,000,000	$40,000
Soft Costs	$1,935,820	$2,251,990	$7,507
Construction Period Interest	$3,597,707	$4,098,839	$13,663
Contingencies	$1,360,000	$1,360,000	$4,533
Operating & Repair Reserves		$1,830,328	$6,101
Developer Fee		$9,125,000	$30,417
	$60,089,746	$71,862,376	$239,541

Bond/Loan Term Summary:

Lender: Citibank, N.A.

Bond Structure:

Construction Phase

- $35,500,000
- Not to exceed 80% of costs
- Tax-exempt interest rate estimated at 6.08% (including Division/Trustee fees) as of 10/25/2024
- Bonds are interest only
- Term – 30 months from initial loan closing date, plus one 6-month extension

Permanent Phase:

- Estimated at $35,500,000
- Not to exceed 90% loan to value based on final appraisal
- Tax-exempt interest rate estimated at 5.90% (including Division/Trustee fees) as of 10/25/2024
- Amortization factor: 40 years
- Maturity – 18 years following Closing Date
- Payments are monthly principal and interest.
- Debt Service Coverage – Minimum of 1.15 to 1.00

Fees: 1) Issuer Annual Fee @ 0.25% (25 bp) paid monthly in advance

2) Trustee Annual Fee @ 0.05% (5 bp) paid monthly in advance

Bond Rating: Not rated.

Nevada Housing Division
Multifamily Housing Revenue Bonds
Vista Creek Apartments
Series 2025

		2027	2028	2029	2030	2031	2032	2033	2034	2035	2036
INCOME											
Annual Gross Rental Income		$ 4,229,238	$ 4,313,823	$ 4,400,099	$ 4,488,101	$ 4,577,863	$ 4,669,421	$ 4,762,809	$ 4,858,065	$ 4,955,227	$ 5,054,331
Other: Ancillary Revenue		$ 71,196	$ 72,620	$ 74,072	$ 75,554	$ 77,065	$ 78,606	$ 80,178	$ 81,782	$ 83,417	$ 85,086
Total Residential Income		$ 4,300,434	$ 4,386,443	$ 4,474,172	$ 4,563,655	$ 4,654,928	$ 4,748,027	$ 4,842,987	$ 4,939,847	$ 5,038,644	$ 5,139,417
Less: Residential Vacancy/Discounts		$ (215,022)	$ (219,322)	$ (223,709)	$ (228,183)	$ (232,746)	$ (237,401)	$ (242,149)	$ (246,992)	$ (251,932)	$ (256,971)
Proforma Gross Income		**$ 4,085,413**	**$ 4,167,121**	**$ 4,250,463**	**$ 4,335,472**	**$ 4,422,182**	**$ 4,510,626**	**$ 4,600,838**	**$ 4,692,855**	**$ 4,786,712**	**$ 4,882,446**
EXPENSES											
General Administrative		$ 117,017	$ 120,528	$ 124,144	$ 127,868	$ 131,704	$ 135,655	$ 139,725	$ 143,916	$ 148,234	$ 152,681
Operating & Maintenance		$ 237,655	$ 244,785	$ 252,129	$ 259,692	$ 267,483	$ 275,508	$ 283,773	$ 292,286	$ 301,055	$ 310,086
Utilities		$ 227,503	$ 234,328	$ 241,357	$ 248,598	$ 256,056	$ 263,738	$ 271,650	$ 279,799	$ 288,193	$ 296,839
Staff Payroll & Benefits		$ 397,944	$ 409,882	$ 422,178	$ 434,844	$ 447,889	$ 461,326	$ 475,165	$ 489,420	$ 504,103	$ 519,226
Taxes & Insurance		$ 113,308	$ 116,708	$ 120,209	$ 123,815	$ 127,530	$ 131,355	$ 135,296	$ 139,355	$ 143,536	$ 147,842
Property Management		$ 122,562	$ 125,014	$ 128,764	$ 132,627	$ 136,606	$ 140,704	$ 144,925	$ 149,273	$ 153,751	$ 158,364
Replacement Reserves		$ 95,481	$ 98,345	$ 101,296	$ 104,335	$ 107,465	$ 110,689	$ 114,009	$ 117,430	$ 120,952	$ 124,581
Proforma Operating Expenses		**$ 1,311,471**	**$ 1,349,589**	**$ 1,390,077**	**$ 1,431,779**	**$ 1,474,732**	**$ 1,518,974**	**$ 1,564,544**	**$ 1,611,480**	**$ 1,659,824**	**$ 1,709,619**
Effective Net Operating Income		**$ 2,773,942**	**$ 2,817,532**	**$ 2,860,386**	**$ 2,903,693**	**$ 2,947,449**	**$ 2,991,651**	**$ 3,036,294**	**$ 3,081,375**	**$ 3,126,888**	**$ 3,172,827**
Contribution to Project Budget											
Senior Debt Service (Tax-Exempt)		$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282
Debt Service Coverage		120%	122%	124%	125%	127%	129%	131%	133%	135%	137%
Residual Receipts		**$ 459,660**	**$ 503,249**	**$ 546,104**	**$ 589,411**	**$ 633,167**	**$ 677,369**	**$ 722,012**	**$ 767,093**	**$ 812,605**	**$ 858,545**
LP Asset Mgt Fee		$ 10,300	$ 10,609	$ 10,927	$ 11,255	$ 11,593	$ 11,941	$ 12,299	$ 12,668	$ 13,048	$ 13,439
DDF Payments		$ 449,360	$ 492,640	$ 535,177	$ 578,156	$ 621,574	$ 665,428	$ 709,713	$ 754,425	$ 799,558	$ 845,106
DDF Balance	**$6,713,783**	$ 6,264,423	$ 5,771,783	$ 5,236,606	$ 4,658,450	$ 4,036,876	$ 3,371,447	$ 2,661,734	$ 1,907,309	$ 1,107,752	$ 262,646
Surplus Cash		**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**-**

Revenue Escalation:	2.00%
Expense Escalation:	3.00%
Property Management:	3.00%
Vacancy Assumption:	5.00%
Deferred Developer Fee :	$6,713,783

Permanent Loan Amount	$35,500,000
Loan Term	40
Core Loan Rate	5.60%
NHD & Trustee Factor	0.30%
Total Loan Rate	5.90%
Annual Debt Service	$2,314,282

Nevada Housing Division
Multifamily Housing Revenue Bonds
Vista Creek Apartments
Series 2025

	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046
INCOME										
Annual Gross Rental Income	$ 5,155,418	$ 5,258,526	$ 5,363,697	$ 5,470,971	$ 5,580,390	$ 5,691,998	$ 5,805,838	$ 5,921,955	$ 6,040,394	$ 6,161,202
Other: Ancillary Revenue	$ 86,788	$ 88,523	$ 90,294	$ 92,100	$ 93,942	$ 95,820	$ 97,737	$ 99,692	$ 101,685	$ 103,719
Total Residential Income	$ 5,242,205	$ 5,347,049	$ 5,453,990	$ 5,563,070	$ 5,674,332	$ 5,787,818	$ 5,903,575	$ 6,021,646	$ 6,142,079	$ 6,264,921
Less: Residential Vacancy/Discounts	$ (262,110)	$ (267,352)	$ (272,700)	$ (278,154)	$ (283,717)	$ (289,391)	$ (295,179)	$ (301,082)	$ (307,104)	$ (313,246)
Proforma Gross Income	**$ 4,980,095**	**$ 5,079,697**	**$ 5,181,291**	**$ 5,284,917**	**$ 5,390,615**	**$ 5,498,427**	**$ 5,608,396**	**$ 5,720,564**	**$ 5,834,975**	**$ 5,951,675**
EXPENSES										
General Administrative	$ 157,261	$ 161,979	$ 166,839	$ 171,844	$ 176,999	$ 182,309	$ 187,778	$ 193,412	$ 199,214	$ 205,190
Operating & Maintenance	$ 319,389	$ 328,971	$ 338,840	$ 349,005	$ 359,475	$ 370,259	$ 381,367	$ 392,808	$ 404,592	$ 416,730
Utilities	$ 305,744	$ 314,917	$ 324,364	$ 334,095	$ 344,118	$ 354,442	$ 365,075	$ 376,027	$ 387,308	$ 398,927
Staff Payroll & Benefits	$ 534,803	$ 550,847	$ 567,372	$ 584,394	$ 601,925	$ 619,983	$ 638,583	$ 657,740	$ 677,472	$ 697,796
Taxes & Insurance	$ 152,277	$ 156,845	$ 161,551	$ 166,397	$ 171,389	$ 176,531	$ 181,827	$ 187,281	$ 192,900	$ 198,687
Property Management	$ 163,114	$ 168,008	$ 173,048	$ 178,240	$ 183,587	$ 189,094	$ 194,767	$ 200,610	$ 206,628	$ 212,827
Replacement Reserves	$ 128,318	$ 132,168	$ 136,133	$ 140,217	$ 144,424	$ 148,756	$ 153,219	$ 157,816	$ 162,550	$ 167,427
Proforma Operating Expenses	**$ 1,760,908**	**$ 1,813,735**	**$ 1,868,147**	**$ 1,924,191**	**$ 1,981,917**	**$ 2,041,375**	**$ 2,102,616**	**$ 2,165,694**	**$ 2,230,665**	**$ 2,297,585**
Effective Net Operating Income	**$ 3,219,187**	**$ 3,265,962**	**$ 3,313,144**	**$ 3,360,725**	**$ 3,408,698**	**$ 3,457,053**	**$ 3,505,780**	**$ 3,554,870**	**$ 3,604,310**	**$ 3,654,090**
Contribution to Project Budget										
Senior Debt Service (Tax-Exempt)	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282	$2,314,282
Debt Service Coverage	139%	141%	143%	145%	147%	144%	146%	148%	150%	152%
Residual Receipts	**$ 904,905**	**$ 951,680**	**$ 998,862**	**$ 1,046,443**	**$ 1,094,416**	**$ 1,054,931**	**$ 1,103,658**	**$ 1,152,748**	**$ 1,202,188**	**$ 1,251,968**
LP Asset Mgt Fee	$ 13,842	$ 14,258	$ 14,685	$ 15,126	$ 15,580	$ 16,047	$ 16,528	$ 17,024	$ 17,535	$ 18,061
DDF Payments	$ 262,646	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
DDF Balance	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Surplus Cash	**$ 628,417**	**$ 937,422**	**$ 984,176**	**$ 1,031,317**	**$ 1,078,836**	**$ 1,038,884**	**$ 1,087,130**	**$ 1,135,723**	**$ 1,184,653**	**$ 1,233,907**

Borrower Financing Representation

Proposed Project: Vista Creek Apartments

To facilitate review and approval of financing by the Nevada State Board of Finance for the proposed project the sponsor/borrower should demonstrate it has evaluated reasonable alternative financing providers/programs. Select Option A and provide the requested information. Should the sponsor/borrower prefer not to provide, or be unable to provide, information requested in Option A, select Option B.

A narrative discussion of the rationale for selection of your proposed lender would be helpful and can be provided in the Sponsor/Borrower Statement section. This would be particularly useful should you select Option B.

☒ **Option A**

Lender	Rate	Fees
Citibank, N.A.	See term sheet	See term sheet

☐ **Option B**

The sponsor/borrower represents that it has performed what it deems to be reasonable due diligence in evaluating and selecting the lender for the proposed project financing. The sponsor/borrower is experienced in arranging funding for projects of the type proposed and is capable of making an informed determination as to the most suited option available for the above-named project.

Sponsor/Borrower Statement:

Vintage is active in the market with over $500 million in transactions in the last 3 years. We are active obtaining debt proposals from most lenders in the market for each deal either directly or indirectly through its partnership with Kennedy Wilson. These lenders include:

Bank of America, Wells, FANNIE, Freddie, US Bank, HUD, JP Morgan, and some smaller lenders.

We have consistently chosen Citi as our lenders based on economic and post-closing service.

Economically - Citi offers a construction to permanent loan product that no other lender can offer. This decreases legal, loan fees, and closing issues for the transaction. The costs savings can vary but exceed 125 BP per deal.

On all other deal terms including rate, forward rate lock, term, they match or exceed the market as well.

On post-closing and flexibility they are the best player in the market. They have a long history and deep understanding of affordable housing. Because they are the bond buyer they have substantially more flexibility to change terms or allow for issues to be fixed on the construction process should they arise.

By ______________________

Title Manager

Vista Creek Apartments
2220 Cougar Drive, Laughlin, NV
APN # 264-15-401-006

Project Description

The Vista Creek Apartments project entails the rehabilitation of an existing 300-unit affordable family housing development located in the Town of Laughlin, NV. The property currently serves as one of the only existing multi-family affordable housing developments in the Town of Laughlin, serving the high demand for affordable rental homes in the Laughlin/Bullhead City Tri-State region. The rehabilitation of this project will ensure that all units are brought up to modern standards and remain affordable to households with incomes at or below 60% of Area Median Income (AMI).

Physical Design
Vista Creek consists of 300 walk-up apartments distributed across fourteen 3-story buildings. The attractive building design includes multiple rooflines and gables, balconies, window cornices, and other articulation to increase the curb appeal and reduce the perceived scale of the apartment buildings. The buildings is finished in colored stucco with cement roof tiles.

The apartments include washers and dryers, dishwashers, microwave ovens, garbage disposals, wall-to-wall carpeting, and extensive cabinet and closet storage. The unit mix is as follows:

	#	type	average SF
	42	1 bedroom, 1 bath	642 SF
	210	2 bedroom, 1 bath	912 SF
	48	3 bedroom, 2 bath	1,128 SF
Total	300		272,628 SF

Vista Creek was built to high energy-efficiency standards, and includes high efficiency heating and cooling equipment, EnergyStar appliances, low-E argon thermal pane windows, high R-value wall and attic insulation, and automatic timer thermostat controls. The development also promotes water conservation with extensive xeriscape landscaping. Five percent of the units will remain fully wheelchair accessible; 2% of the units are designed to be accessible for individuals with visual or auditory impairment.

On-site amenities include a 1-story community clubhouse, which contains a management office, a social room, an exercise room, a business center with free wi-fi, café bar, and changing rooms for the swimming pool and spa. Additional site amenities include a swimming pool and playground. The development includes 616 parking spaces, of which 300—one reserved for each unit—will be in covered carports and 28 are ADA-designated.

Rehabilitation Scope of Work and Relocation Plan

Vista Creek was built in 2010. The developers have budgeted approximately $12 million, or about $40,000 per unit, plus $300 per unit per year in replacement reserves in order to maintain the property for at least another 30 years.

Rehabilitation will focus on three main areas: building and site exterior, unit upgrades, and energy efficiency. Property improvements will include landscaping upgrades, restriping of parking garage, elevator upgrades, property signage, and new energy efficient property and building exterior lighting.

The common areas and building corridors will feature new lighting, flooring, and windows. Repairs will be made to existing dry wall as needed, new paint applied in all common areas, and ADA upgrades throughout.

Building upgrades will include new central, HVAC systems and hot water heaters. New cool roof shingles, attic insultation, including gutters and down spouts. Repairs will be made to replace siding, stucco, and exterior paint. Repairs will also inspect and replace identified dry rot.

Unit upgrades will include installation of new cabinets and hardware, including replacement of countertops, in both kitchens and bathrooms. Light fixtures, ceiling fans, low flow plumbing fixtures, flooring, doors, trim, and door hardware will be replaced. New energy efficient appliances including refrigerator, stove, and dishwasher will be installed throughout. Repairs will be made to weatherize doors and waterproof exposed decks and patios. New doors and windows will be installed to improve energy efficiency and lower property expenses. ADA units will receive the same upgrades with features that meet ADA standards.

Renovation will be structured so that there will be minimal disturbances to the current residents. We expect that tenants will be able to stay in their units during the renovations and/or will be offered daytime accommodations while work is being carried out in their unit. The development is currently occupied with qualifying tax credit households, so we anticipate no permanent displacement.

All relocation activities, if any are required, will be conducted in compliance with the Uniform Relocation Assistance (URA) and Real Property Acquisition Policies Act of 1970, as amended, (42 U.S.C. § 4601 et seq.) and its implementing regulations at 49 CFR 24, as applicable.

Location

Vista Creek Apartments is located on a 14.14-acre parcel off of Bruce Woodbury Drive, approximately one-half mile east of the Needles Highway, the main residential thoroughfare. The site is on a bluff overlooking the downtown Laughlin hotels and casinos along the Colorado River. The Vintage at Laughlin, a 150-unit senior rental development, is located on the adjacent 5.18-acre parcel.

The American Legion Hall Post 60 sits just south of the site, while the Mohave Generating Power Plant (1.0 mile), water reclamation facility (1.6 miles), and downtown hotels and casinos (2.5 miles) are located to the east of the site. The Flamingo Casino, Edgewater Hotel & Casino, Ramada Express, River Palms, Harrahs' Laughlin Hotel & Casino, Colorado Belle, Avi Resort &

Casino, the Golden Nugget, and Don Laughlin's Riverside Resort account for approximately seventy percent of Laughlin's employment. The site is only a short distance from employment centers and neighborhood services.

Neighborhood Services

The project is well served by schools K-12, retail shopping, a grocery store, pharmacy, and an urgent care clinic. William G. Bennett Elementary and Laughlin Junior and Senior High School, are located approximately 1.3 miles and 660 feet away, respectively. Mohave Community College is 6.4 miles from the project site. The nearest pharmacy, inside of a Safeway Store, is 2.4 miles away. A UMC Quick-Care and Circle K can be found approximately 1.5 and 1.9 miles away, respectively. The Laughlin Branch Library at Needles Highway and Las Palmas, located 1.2 miles from the project site, also offers programs directed at families and children including the "Healthy Family Program" for families with children 0-5, where kids are entertained with a story and crafts while adults visit and learn family skills.

The nearest public bus transportation stop is located on Bruce Woodbury Drive, adjacent to the site. Route 777 runs seven days a week, 24 hours a day, arriving every 15 minutes after the hour. Route 888 operates seven days a week from 6:30 a.m. until 12:30 a.m. and arrives every 20 minutes after the hour.

Market Demand

All of the units will be affordable to households with incomes at or below 60% of Area Median Income (AMI). Eight units (2.7%) will be reserved for households earning at or below 40% AMI. The income mix is as follows:

# of units	Type	% of AMI
2	1 bdrm	<40%
40	1 bdrm	<60%
4	2 bdrm	<40%
206	2 bdrm	<60%
2	3 bdrm	<40%
46	3 bdrm	<60%
300 total		

We expect demand for these family affordable units to remain high, especially since very little in new affordable multi-family has been constructed in Laughlin since the completion of Vista Creek and the neighboring Vintage at Laughlin senior affordable development.

Development Team

Sponsor	Vintage Housing Development, Inc.
Development Consultant	Praxis Consulting Group, LLC
Owner's Rep/Construction Management	Greenstreet Development Inc.
General Contractor	Mountain West Builders
Architect	BSB Design, Inc.
Property Manager	FPI Property Management

Vista Creek Apartments will be owned by a sole purpose, to-be-created Limited Partnership, Vista Creek by Vintage, LP. The 0.01% General Partner entity will be a sole purpose, to-be-created Limited Liability Company, Vista Creek by Vintage Partners, LLC. Sierra VHH Holdings, LLC, an affiliate of Vintage Housing Development, Inc., will be the sole member of the General Partner LLC.

Vista Creek Apartments is sponsored and developed by Vintage Housing with assistance from Reno-based Greenstreet Development Inc. Together, the principals of Greenstreet Development Inc. and Vintage Housing have financed and built over 15,000 residential units of market rate and affordable multifamily housing, with over 3,000 units in the Reno-Sparks Area.

Nevada housing developments include:

- Silver Creek Apartments, Reno (1998), 376 units – market rate apartments (condominium conversion)
- Boulder Creek Apartments, Sparks (1999), 250 units - family affordable apartments
- Portofino, Henderson (2000), 205 units – senior affordable apartments
- Villas at D'Andrea (2001), 256 units – market rate apartments
- CitiVista Senior Apartments, Reno (2001), 152 units – senior affordable apartments
- Diamond Creek Apartments, Reno (2001), 288 units – family affordable apartments
- The Bluffs, Reno (2003), 300 units - family affordable apartments
- Triana Apartment Homes, Reno (2003), 175 units – market rate condominiums
- Vintage at Seven Hills, Henderson (2004) 244 units - senior affordable apartments
- Waterstone Apartment Homes, Reno (2004), 203 units – market rate apartments
- Fallen Leaf Apartment Homes, Reno (2005), 245 units – market rate condominiums
- Caviata Apartment Homes, Reno (2005), 184 units – market rate apartments
- Vintage at Laughlin (2007) 150 units - senior affordable apartments
- Vista Creek Apartments, Laughlin (2007) 300 units - family affordable apartments
- Vintage at the Crossings, Reno (2016), 230 units – senior affordable apartments
- Steamboat at the Summit, Reno (2017), 360 units – family affordable apartments
- Sky Mountain by Vintage, Reno (2018), 288 units – family affordable apartments
- Sanctuary Apartments, Reno (2019), 208 units – senior affordable apartments
- Azure Apartments, Sparks (2019), 308 units – market rate apartments
- Double R Apartments, Reno (2020), 440 units – market rate apartments
- Springview by Vintage, Reno (2022), 180 units – family affordable apartments

Vista Creek will continue to be managed by FPI Property Management. This Folsom-based company started in 1968 and is one of the largest full-service property management companies in the United States today. FPI has 80,000 units in its portfolio including several thousand units of family and senior affordable housing similar to Vintage. FPI staff manages the property onsite with its own personnel. All employees go through a rigorous FPI training program and typically have years of experience in managing senior living communities. More about FPI can be found on their website: www.fpimgt.com.

Greenstreet Development Inc. and Vintage Housing receive consulting assistance from Praxis Consulting Group, LLC. Formed in 2004, Praxis is a Nevada-based consulting firm that helps non-profit, for-profit and government organizations develop and finance affordable housing. Praxis also carries out research and technical assistance in the areas of community development, non-profit capacity building, fund raising and public policy development. Since 2005, Praxis has secured the financing for over 100 affordable housing developments, mostly in Nevada, totaling over 11,900 units and $2.3 billion in financing. Financing sources have included project-based housing choice vouchers, public housing operating subsidy, private grants, tax-exempt bonds, 4 percent and 9 percent tax credits, ARRA TCAP and Section 1602 funds, HUD HOME and state housing trust funds, state transitional housing monies, FHLB AHP funds, as well as conventional construction and permanent debt.

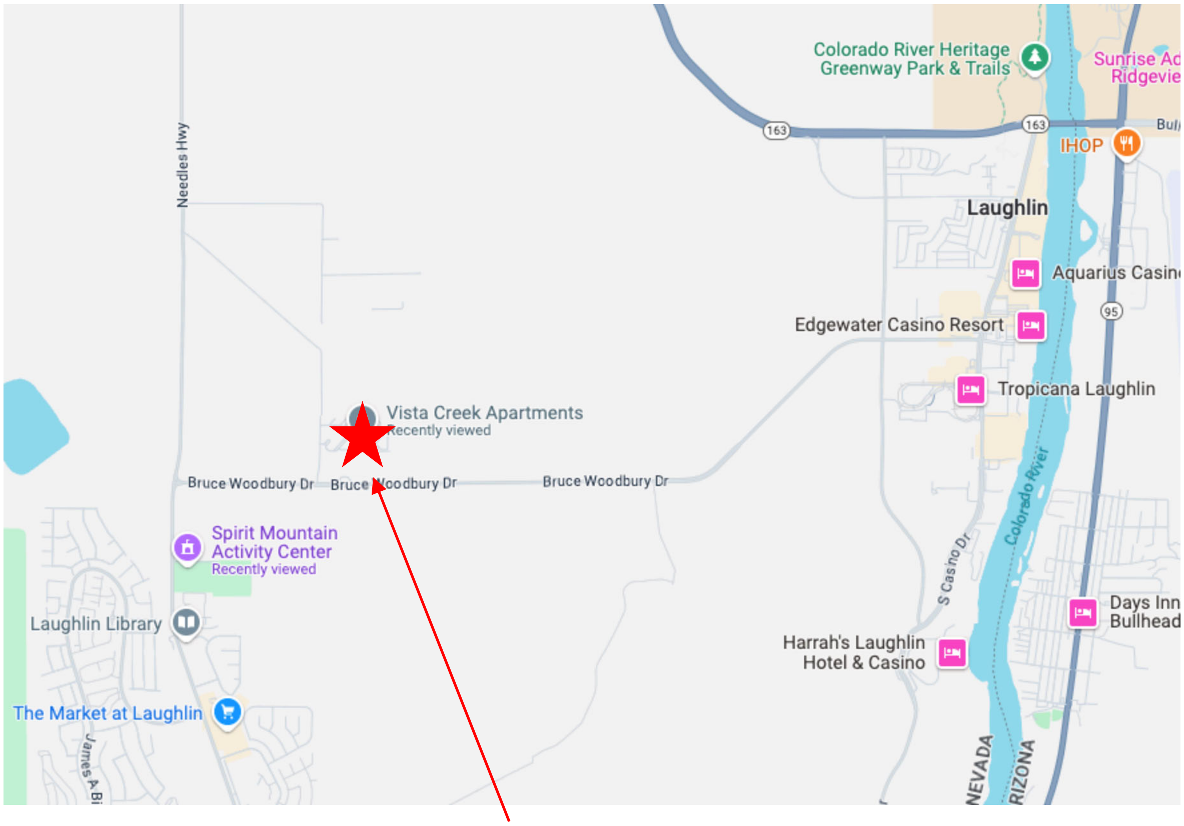
Project Financing and Schedule

Project financing will include tax-exempt bonds issued by the Nevada Housing Division and equity from the sale of 4% Low Income Housing Tax Credits as well as a seller carry back note. Additional gap financing will be provided by net operating income during rehabilitation, a re-subordinated Clark County HOME award, re-subordinated NHD Section 1602 funds, and deferred developer fee.

Vista Creek anticipates closing and beginning construction in March 2025 with construction completion anticipated for August 2026. Conversion is anticipated for October 2026.

Vista Creek Apartments
2220 Cougar Drive, Laughlin, NV
APN # 264-15-401-006

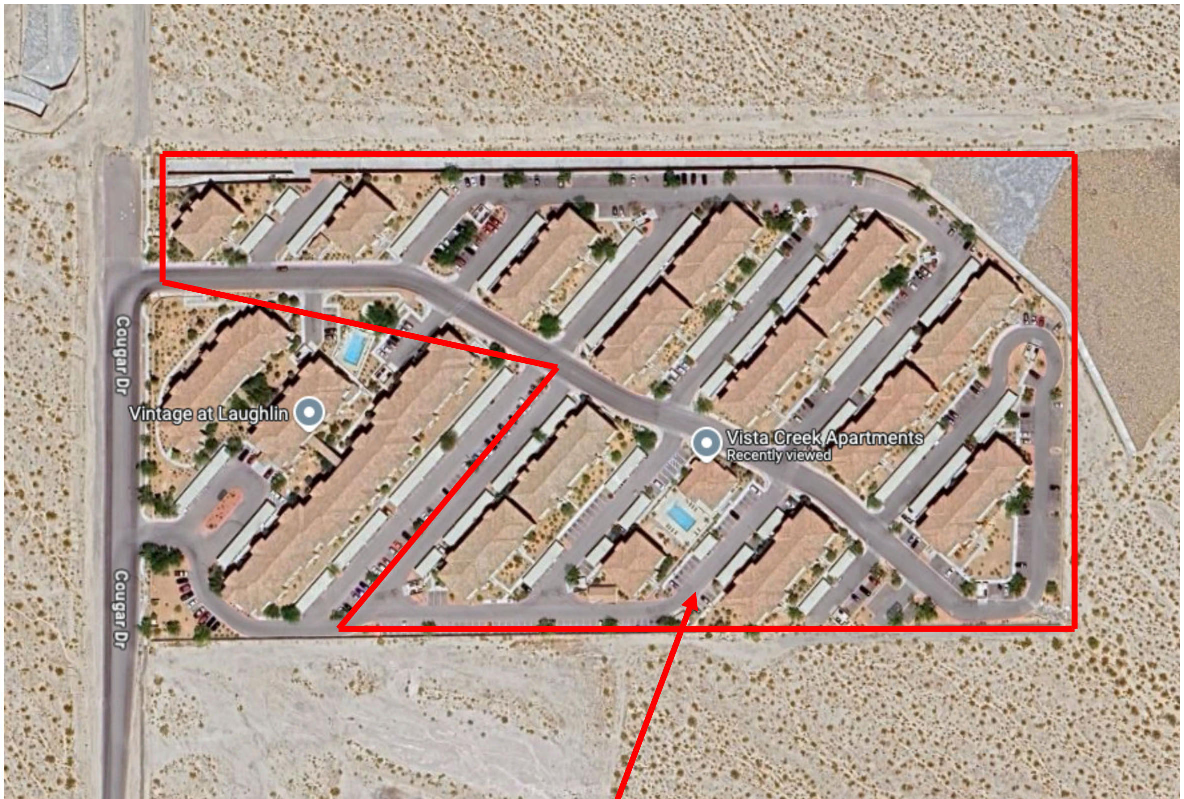
Location Map



Vista Creek Apartments

Vista Creek Apartments
2220 Cougar Drive, Laughlin, NV
APN # 264-15-401-006

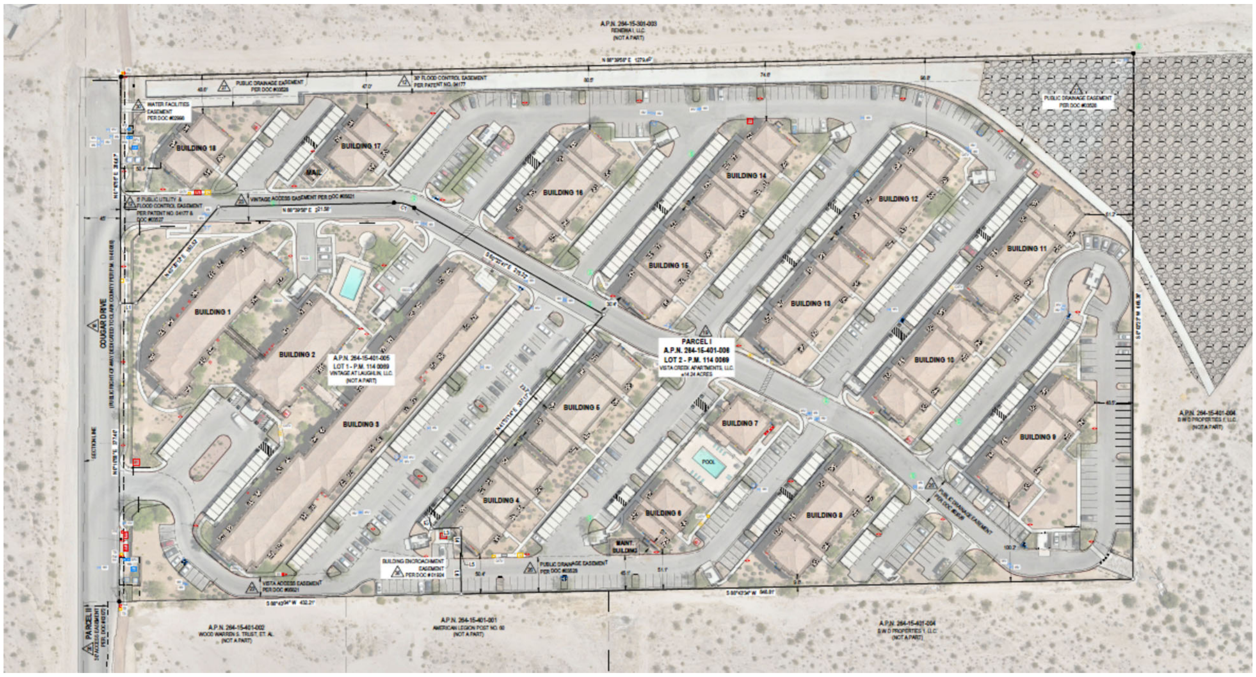
Aerial View



Vista Creek Apartments

Vista Creek Apartments
2220 Cougar Drive, Laughlin, NV
APN # 264-15-401-006

Site Plan



Development Executive Summary

Development: Vista Creek Apartments
Development Type: Acquisition & Rehab
BoF Meeting Date: 12.19.2024

Administrator's Summary

This bond issuance of $35.5 million will be used to provide for the acquisition and rehabilitation of 300 units of affordable family apartments in Laughlin. The rental housing will serve 300 households at or below 60% of area median income (AMI) with 8 units specifically designated for households below 40% AMI. The project developers are the Vintage Housing Development Inc and Greenstreet Development, which have developed over 15,000 market rate and affordable housing units in Nevada, California, and Washington.

- 300 Family Units
- Acquisition and Rehabilitation
- 100% Affordable Rents
- 292 units <60% AMI, 8 units <40% AMI
- 1 bedroom units = 42, 2 bedroom units = 210, 3 bedroom units = 48
- 1 bedroom rents $404 less than market rate
- 2 bedroom rents $409 less than market rate
- 3 bedroom rents $703 less than market rate
- Cost per unit = $239,541
- Cost per bond cap allocation = $118,333
- Developer –Vintage Housing and Greenstreet
- Equity Investor – R4
- Loan – Citibank
- $35.5 M in Bond Proceeds trips $21.2 M in LIHTC Equity (29.6% of total development cost)

	Vista Creek Apartments	Program Average	Notes
Total Tax-exempt Bond ask	$ 35,500,000	$ 31,205,000	Average of last 10 Ac/Rehab projects previously approved
Total Development Cost	$ 71,862,376	$ 60,065,020	Average of last 10 Ac/Rehab projects previously approved
Size of site	14.14 Acres	7.18 Acres	
Total # of Units	300	184	Average of last 10 Ac/Rehab projects previously approved
Cost Per Unit	$ 239,541	$ 337,538	Average of last 10 Ac/Rehab projects previously approved
Bond Cap used Per Unit	$ 118,333	$ 175,594	Average of last 10 Ac/Rehab projects previously approved
Percentage of Units above 60% AMI	0.00%	3.0%	0 units in this project
Percentage of Units at 60% AMI	97.33%	34.0%	292 Units in this project
Percentage of Units at 50% AMI	0.00%	49.0%	0 units in this project
Percentage of Units at 40% AMI	2.66%	2.0%	8 units in this project
Percentage of Units at 30% AMI	0.00%	12.0%	0 units in this project
Veteran's Preference	n/a	n/a	

	Vista Creek Apartments	Estimated Market Rate	Notes
Average 1 Bedroom Rent	$ 955	$ 1,359	Rent.com Updated 12/2/2024
Average 2 Bedroom Rent	$ 1,155	$ 1,564	Rent.com Updated 12/2/2024
Average 3 Bedroom Rent	$ 1,310	$ 2,013	Renthop.com Dec 2024
Average Vacancy Rate	n/a	9.00%	Avison Young Q3 2024

State of Nevada
DEPARTMENT OF BUSINESS & INDUSTRY
Housing Division
1830 E. College Parkway, Suite 200
Carson City, NV 89706

DATE:	December 5, 2024
TO:	State Board of Finance
AGENDA ITEM:	Approval of the Findings of Fact of the Administrator of the Nevada Housing Division concerning the 2025 Single Family Mortgage Revenue Bonds
PETITIONER:	Steve Aichroth – Administrator, Nevada Housing Division

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A. Time and Place of Meeting:

1:00 p.m., Thursday, December 19, 2024, at the Old Assembly Chambers of the Capitol Building, 101 N. Carson Street, Carson City, Nevada 89701.

B. Matter to be reviewed:

The Findings of Fact ("Findings") of the Administrator of the Housing Division concerning 2025 Single Family Mortgage Revenue Bonds. The Findings relate to the issuance of up to $225,000,000 in Single Family Mortgage Revenue Bonds in Multiple Series for 2025.

The Housing Division will issue up to $225,000,000 of Tax-exempt and Taxable Single Family Mortgage Revenue bonds in multiple series through the end of the 2025 calendar year.

C. Background of Agenda Item:

The Housing Division's financial team and bond counsel will prepare the necessary documents to implement each series issued under this request. Further, the issuances, as proposed, complies with the intent and purpose of Nevada Housing Finance Law. Also, the program and bond documents prepared will comply with the Internal Revenue Code of 1986 (United States Code Title 26), as amended.

D. Staff Recommendation:

The Administrator of the Housing Division, in consultation with the financial and lending professionals of the Housing Division, recommends approval of the Findings, to the Board of Finance, for the issuance by the Nevada Housing Division of up to $225,000,000 in tax-exempt Single Family Mortgage Revenue Bonds in Multiple Series for 2025.

State of Nevada

DEPARTMENT OF BUSINESS & INDUSTRY

Housing Division

FINDINGS OF FACT

Single Family Mortgage Revenue Bonds
2025 Multiple Series in an Aggregate Amount Not to Exceed $225,000,000

In accordance with the requirements of NRS 319.190, 319.260 and 319.270, and based upon the memorandum of support, the Administrator of the Nevada Housing Division finds that:

1. There exists a shortage of decent, safe and sanitary housing at mortgage rates that eligible families can afford within the State of Nevada housing markets, as determined by the Administrator.

2. Private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe and sanitary housing in the State of Nevada housing market areas at prices which families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for ownership by such persons or families.

3. The proposed Single Family Mortgage Revenue Bond Program and the residential housing thereby financed will increase the supply or improve the quality of decent, safe and sanitary housing for eligible families.

4. The persons to be assisted by the Housing Division pursuant to the provisions of NRS and NAC Chapters 319 will be for public use and will provide a material public benefit to the State of Nevada.

5. The Housing Division's estimates of revenues to be derived from the Single Family Mortgage Revenue Bond Program Financing, together with all subsidies, grants or

other financial assistance and guarantees issued from other entities to be received in connection with the Single Family Mortgage Revenue Bond Program, together with all bond proceeds and all insurance and guarantees issued from FHA, VA, PMI, Ginnie Mae, Fannie Mae, Freddie Mac, Division bond reserves or from others entities to be received in connection with the mortgage loans, mortgage backed securities, will be sufficient to pay the amount estimated by the Housing Division as necessary for debt service on the bonds issued for the financing of the proposed project.

6. Private enterprise has been unable to provide sufficient mortgage financing or loans upon the Housing Division's reasonably equivalent terms and conditions for housing for purchase by persons and families of low and moderate income.

BY: ____________________________________ DATE: ________________

Steve Aichroth
Administrator
Nevada Housing Division

E. Attorney Opinion:

The Findings of Fact of the Administrator of the Housing Division have been reviewed by the Housing Division's Legal Counsel; and assuming the factual matter stated therein is accurate, and except for the bond issue cash flow analyses and other financial and statistical data included therein as to which no opinion is expressed, the findings comply with the requirements of NRS 319.190, 319.260 and 319.270.

CFX INCORPORATED

55 Broadway
Suite 2608
New York, New York 10006
TELEPHONE (212) 431-5800
FAX (212) 431-6520

November 21, 2024

Steven Aichroth
Administrator
Nevada Housing Division
1830 College Parkway, Suite 200
Carson City, NV 89706

Re: Single Family Mortgage Revenue Bonds

Mr. Aichroth

This Memorandum is provided in support of the request by the Nevada Housing Division (the "Division") to the State of Nevada Board of Finance for approval of the Findings of Fact for issuance of up to an additional $225,000,000 of Nevada Housing Division bonds in multiple series to provide mortgage financing for single family residential housing for qualifying homebuyers (the "Project").

Program Background

The Division has operated a program providing mortgage loans for first time homebuyers for more than thirty years and has issued and retired more than $2 billion of single-family mortgage revenue bonds. In addition to serving the broader market the program has included special mortgage programs for military veteran home buyers and teachers.

The most recent issuance of tax-exempt single-family bonds by the Division, 2024 Series E&F, was issued September 24, 2024. The 2025 Quarter One Bond Issuance is currently planned for February 2025. It is anticipated that this issue, and other future issues, will contain both tax-exempt and taxable bonds. This structure strategy is in response to a greater demand for mortgages provided by the Division than can be supported with fully tax-exempt issues, due to the growth of the Division programs and limited tax-exempt bond volume cap. Final sale timing may be adjusted based on the pattern of mortgage loan demand in the coming months. The 2025 Quarter One Bond Issuance will be the 31st and subsequently numbered, as necessary, series of bonds secured under the Division's Amended and Restated General Indenture of Trust, dated as of June 1, 2021 (as amended, the "General Indenture").

As of October 1, 2024, the Division had issued $1,225,018,911 of bonds pursuant to the General Indenture of which $876,950,186 remained outstanding.

In late 2014, the Division supplemented its traditional single-family mortgage revenue bond program funded by issuance of tax-exempt bonds with a program of selling mortgage-backed security (MBS) in the "to-be-announced" market (TBA). The transition to the TBA program was related to market-driven changes in the relationship of the tax-exempt and taxable yield curves and was very effective in the low-rate environment. The Division had been utilizing both programs to provide a wide range of loan offerings to meet the varied needs of Nevada residents. As interest rates have risen the single-family mortgage revenue (Bond) program has been able to produce lower mortgage loan interest rate levels than the

TBA program. This rotation was expected, and the Bond program is expected to continue to increase its share of the overall single-family mortgage loan program with the TBA program declining to a minimal level, subject to any future market-driven changes.

Estimated Summary of the Next Financing

The next issue of the Bond program is expected to be sold as a publicly offered transaction. The Division has had very good success with its prior public offering issues in large part due to its strong AA+ rating by S&P Global Ratings.

The bonds are expected to have fixed-rate interest rates and sold through a negotiated underwriting with J.P. Morgan serving as senior manager. Bond and tax opinions will be provided by Kutak Rock LLP.

Exhibit A to this memorandum provides a more detailed overview of the likely bond maturity structure, redemption provisions, establishment of funds, security matters and sources and uses. The final structure will be determined by market conditions at the time of bond issuance.

Conclusion

In summary, cfX Incorporated is of the opinion that the proposed issue is consistent with current state housing agency practices for origination of loans for homebuyers. Additionally, the Division's bond underwriting and legal team are experienced with this type of financing and the cash flows supporting timely debt payment will be rigorously evaluated and stress tested by S&P Global Ratings as a key component of their bond rating process.

In our opinion, the Project meets the requirements of NRS 319.260 and meets the requirements of NAC 319.712, and we recommend it for submittal to the Board of Finance for approval. Actual debt issuance will be subject to receipt of bond rating, final bond documentation and successful bond sale.

cfX Incorporated

cfX is a twenty-five person municipal advisory firm to seventeen different state housing agencies nationwide including some of the largest and the most complex housing finance issuers in the country. Founded in 1991, with company roots that stretch back more than forty years and the advent of the tax-exempt housing bond industry, cfX specializes in the structuring of housing bonds to finance affordable housing and the management of complex single-family and multi-family parity bond portfolios. cfX has been engaged by Division since 2021 and is a registered with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board as a Municipal Advisor.

Sincerely,

cfX Incorporated

Jeremy C. Obaditch
Managing Director

Enclosures:
Resumes of cfX Managing Directors assisting the Division
Exhibit A: Bond Term Sheet

Resumes of cfX Managing Directors assisting the Division:

Jeremy Obaditch – jeremy.obaditch@cfx.com. Jeremy is a Managing Director with cfX and a registered Municipal Advisor Principal. He has thirty-five years of industry experience and thirty years' experience at cfX. Jeremy is the Client Relationship Manager for the Arizona, Indiana, Iowa, Louisiana, Massachusetts, Mississippi, Nebraska, Nevada, Rhode Island, and the Washington state housing agencies. He is a frequent speaker at HFA conferences. Prior to joining cfX in 1994, Jeremy was an Associate in the Municipal Finance Group at Dean Witter Reynolds and Manager of the Kenny Housing Call Reports for Kenny S&P Information. Jeremy holds an M.B.A. in Finance from New York University and a B.S. in Chemical Engineering and B.A. in Economics from the University of Notre Dame.

Chuck Karimbakas – chuck.karimbakas@cfx.com. Chuck is a Managing Director of cfX and a registered Municipal Advisor. He joined the firm in June 2021 after working for more than two decades in senior municipal finance roles, including Chief Financial Officer of MassHousing, one of the nation's largest state housing finance agencies. In that role he managed more than $1 billion of annual bond issuance through multiple Single and Multifamily housing bond indentures. He is a frequent speaker at HFA conferences, most recently at NCSHA's 2024 Annual Conference. Chuck holds an M.B.A. from Northeastern University and a B.A. in Economics from the University of Vermont.

EXHIBIT A

$225,000,000*
Nevada Housing Division
Single-Family Mortgage Revenue Bonds
2025 Quarter One Bond Issuance

Preliminary Bond Term Sheet

Principal Amount	$225,000,000*
Dated	As of Closing Date (estimated to be February 20, 2025)
Interest Payable	April 1 and October 1 (commencing October 1, 2025)
Bond Structure	**Serial Bond Maturities*:** • Semiannually 4/1/2026 – 10/1/2037 **Term Bond Maturities*:** • 10/1/2040 • 10/1/2045 • 10/1/2050 • 10/1/2055 Final bond maturities will be allocated at the time of sale between tax-exempt and taxable bonds based on market conditions, availability of bond volume cap and program cashflow factors.
Denominations	$5,000 and integral multiples thereof, fully registered form.
Redemption	**Optional Redemption:** Certain bonds may be subject to optional redemption on any date on or after April 1, 2034* in whole or in part at the option of the Division from any source of available moneys at a redemption price of 100%, plus accrued interest to the date of redemption. **Special Redemption from Prepayments and Excess Revenues** Certain bonds may be subject to special redemption on any Business Day at par (100%) plus accrued interest from Prepayments and from Revenues which are not required to make Debt Service Payments under the General Indenture (“Excess Revenues”).

Indenture Funds	<u>**Funds and Accounts Established by the General Indenture:**</u> • Program Fund • Revenue Fund • Debt Service Reserve Fund • Redemption Fund • Residual Fund
Security	**The General Indenture pledges for payment of the Bonds:** • Proceeds of the Bonds • Mortgage Loans • Revenues • Balance of all Funds and Accounts (except Rebate Account and Bond Purchase Account)
Eligible Mortgage Loans	<u>**Approved loans:**</u> • FHA Insured (GNMA MBS) • VA Guaranteed (GNMA MBS) • USDA Guaranteed (GNMA MBS) • Conventional Fannie Mae (FNMA MBS) • Conventional Freddie Mac (FHLMC MBS)
Bond Rating	S&P Global Ratings "AA+" (expected)
Underwriter	J.P. Morgan
Bond Counsel	Kutak Rock LLP
Issuer Counsel	Platt Law Group

Preliminary and subject to change

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

CITY SUMMARY

CITY	LOANS	AMOUNT	% OF TOTAL
Battle Mountain	3	$483,198.00	0.26%
Beatty	1	91,315.00	0.09%
Carlin	1	274,928.00	0.09%
Carson City	9	3,305,407.00	0.77%
Dayton	7	2,398,166.00	0.60%
Elko	17	5,090,310.00	1.46%
Ely	7	1,508,194.00	0.60%
Fallon	6	2,032,567.00	0.51%
Fernley	19	6,565,326.00	1.63%
Hawthorne	3	975,060.00	0.26%
Henderson	86	27,714,831.00	7.37%
Las Vegas	647	205,292,659.00	55.44%
Laughlin	2	396,928.00	0.17%
Lovelock	1	199,813.00	0.09%
McGill	1	169,750.00	0.09%
Mesquite	8	2,233,556.00	0.69%
Moapa	2	813,236.00	0.17%
Mound House	1	292,404.00	0.09%
Nellis AFB	2	816,360.00	0.17%
North Las Vegas	163	56,794,891.00	13.97%
Overton	1	355,344.00	0.09%
Pahrump	36	10,432,699.00	3.08%
Palm Gardens	1	265,502.00	0.09%
Reno	63	21,249,311.00	5.40%
Sandy Valley	1	245,471.00	0.09%
Silver Springs	2	491,452.00	0.17%
Sparks	28	10,337,455.00	2.40%
Spring Creek	17	5,233,692.00	1.46%
Sun Valley	8	2,926,552.00	0.69%
Tonopah	1	202,268.00	0.09%
Wellington	1	386,863.00	0.09%
Wells	1	240,562.00	0.09%
West Wendover	2	582,259.00	0.17%
Winnemucca	14	4,076,557.00	1.20%
Yerington	5	1,480,585.00	0.43%
TOTAL	**1,167**	**$375,955,471.00**	**100.00%**

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

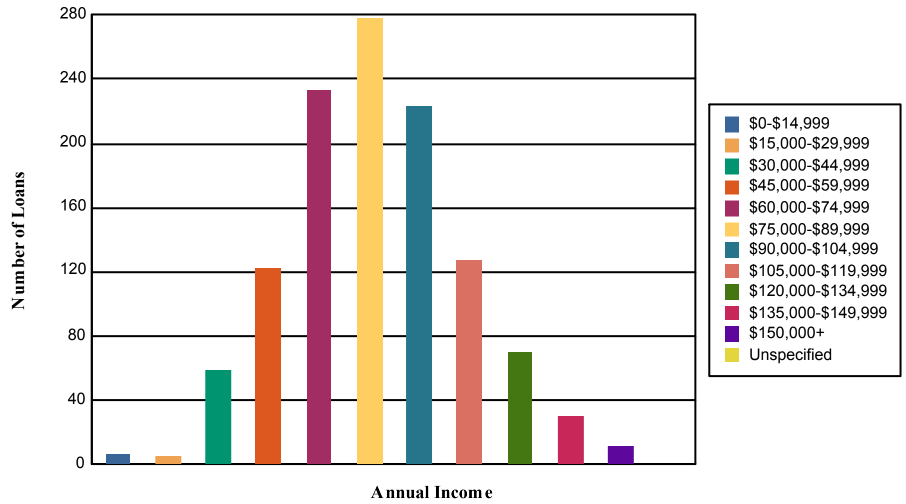
COUNTY SUMMARY

COUNTY	LOANS	AMOUNT	% OF TOTAL
Carson City	8	$2,913,645.00	0.69%
Churchill	6	2,032,567.00	0.51%
Clark	913	294,928,778.00	78.23%
Douglas	2	778,625.00	0.17%
Elko	38	11,421,751.00	3.26%
Humboldt	14	4,076,557.00	1.20%
Lander	3	483,198.00	0.26%
Lyon	33	10,961,857.00	2.83%
Mineral	3	975,060.00	0.26%
Nye	38	10,726,282.00	3.26%
Pershing	1	199,813.00	0.09%
Storey	4	1,423,807.00	0.34%
Washoe	96	33,355,587.00	8.23%
White Pine	8	1,677,944.00	0.69%
TOTAL	**1,167**	**$375,955,471.00**	**100.00%**

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

HOUSEHOLD ANNUAL INCOME REPORT

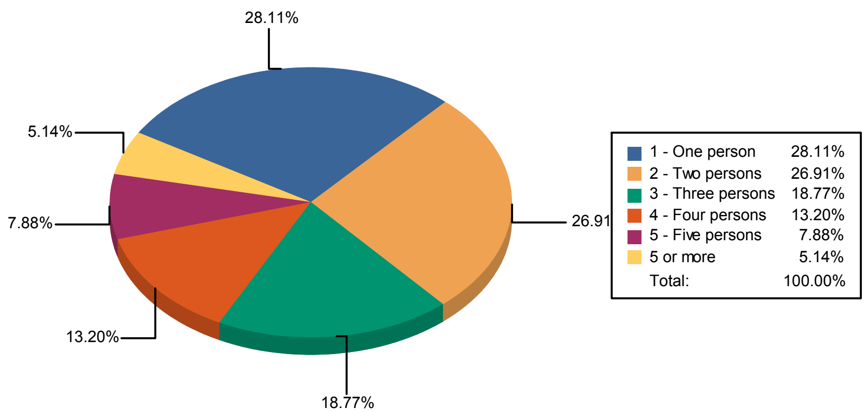
ANNUAL INCOME	LOANS	% OF TOTAL
$0-$14,999	7	0.60%
$15,000-$29,999	5	0.43%
$30,000-$44,999	59	5.06%
$45,000-$59,999	122	10.45%
$60,000-$74,999	233	19.97%
$75,000-$89,999	278	23.82%
$90,000-$104,999	223	19.11%
$105,000-$119,999	127	10.88%
$120,000-$134,999	70	6.00%
$135,000-$149,999	31	2.66%
$150,000+	12	1.03%
TOTAL	**1,167**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

HOUSEHOLD SIZE REPORT

HOUSEHOLD SIZE	LOANS	% OF TOTAL
1 - One person	328	28.11%
2 - Two persons	314	26.91%
3 - Three persons	219	18.77%
4 - Four persons	154	13.20%
5 - Five persons	92	7.88%
6 - Six persons	34	2.91%
7 - Seven persons	23	1.97%
8 - Eight or more persons	3	0.26%
TOTAL	**1,167**	**100.00%**

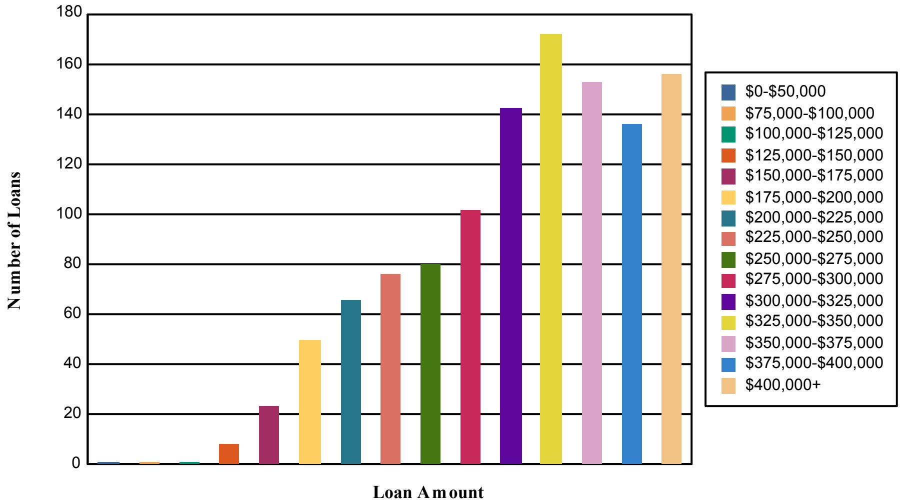


Nevada Housing Division
Demographic Analysis Report

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

LOAN AMOUNT REPORT

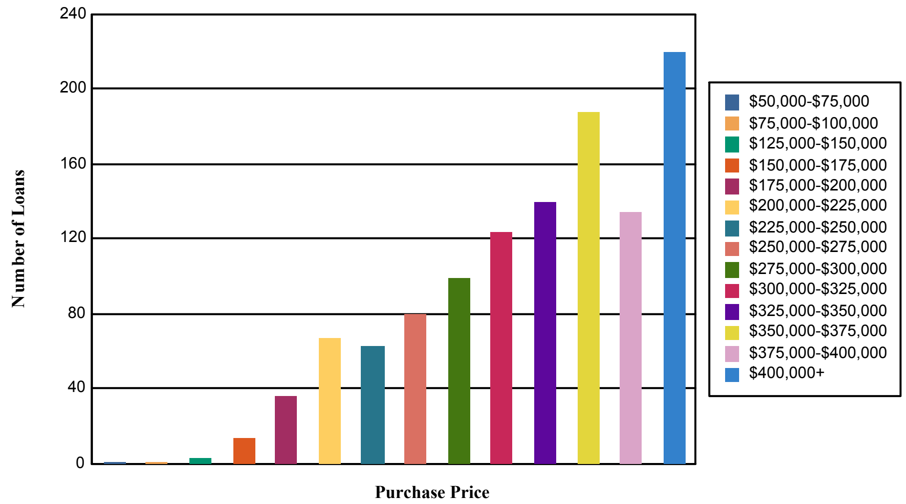
LOAN AMOUNT	LOANS	% OF TOTAL
$0-$50,000	1	0.09%
$75,000-$100,000	1	0.09%
$100,000-$125,000	1	0.09%
$125,000-$150,000	8	0.69%
$150,000-$175,000	23	1.97%
$175,000-$200,000	50	4.28%
$200,000-$225,000	66	5.66%
$225,000-$250,000	76	6.51%
$250,000-$275,000	80	6.86%
$275,000-$300,000	102	8.74%
$300,000-$325,000	142	12.17%
$325,000-$350,000	172	14.74%
$350,000-$375,000	153	13.11%
$375,000-$400,000	136	11.65%
$400,000+	156	13.37%
TOTAL	**1,167**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

PURCHASE PRICE REPORT

PURCHASE PRICE	LOANS	% OF TOTAL
$50,000-$75,000	1	0.09%
$75,000-$100,000	1	0.09%
$125,000-$150,000	3	0.26%
$150,000-$175,000	14	1.20%
$175,000-$200,000	36	3.08%
$200,000-$225,000	67	5.74%
$225,000-$250,000	63	5.40%
$250,000-$275,000	80	6.86%
$275,000-$300,000	99	8.48%
$300,000-$325,000	124	10.63%
$325,000-$350,000	139	11.91%
$350,000-$375,000	187	16.02%
$375,000-$400,000	134	11.48%
$400,000+	219	18.77%
TOTAL	**1,167**	**100.00%**



Nevada Housing Division
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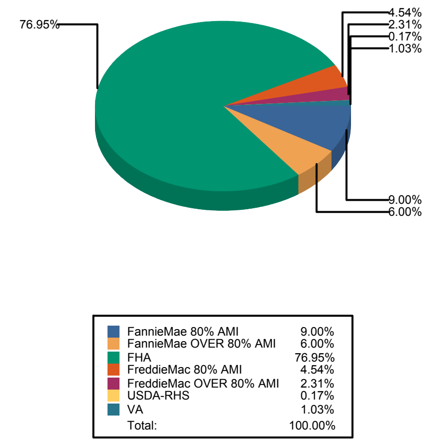
LOAN TYPE REPORT

LOAN TYPE	LOANS	% OF TOTAL
FannieMae 80% AMI	105	9.00%
FannieMae OVER 80% AMI	70	6.00%
FHA	898	76.95%
FreddieMac 80% AMI	53	4.54%
FreddieMac OVER 80% AMI	27	2.31%
USDA-RHS	2	0.17%
VA	12	1.03%
TOTAL	**1,167**	**100.00%**



Nevada Housing Division
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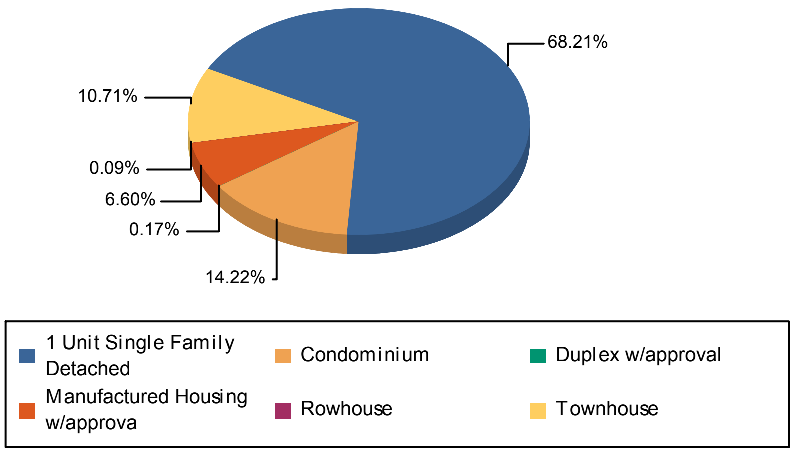
PROPERTY TYPE REPORT

PROPERTY TYPE	LOANS	% OF TOTAL
1 Unit Single Family Detached	796	68.21%
Condominium	166	14.22%
Duplex w/approval	2	0.17%
Manufactured Housing w/approva	77	6.60%
Rowhouse	1	0.09%
Townhouse	125	10.71%
TOTAL	**1,167**	**100.00%**



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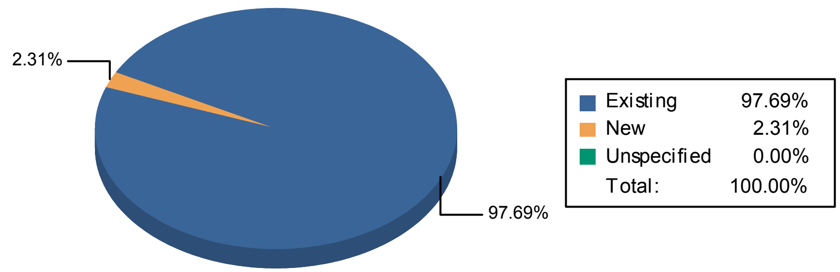
CATEGORY TYPE REPORT

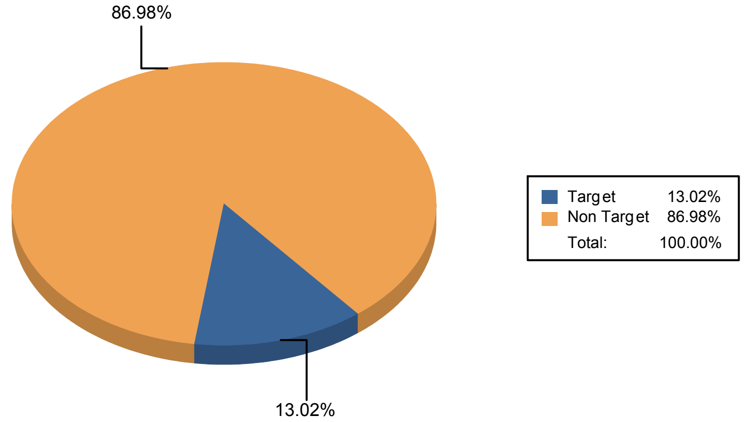
TYPE	LOANS	% OF TOTAL
Existing	1,140	97.69%
New	27	2.31%
Unspecified	0	0.00%
TOTAL	**1,167**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

TARGET/NON TARGET REPORT

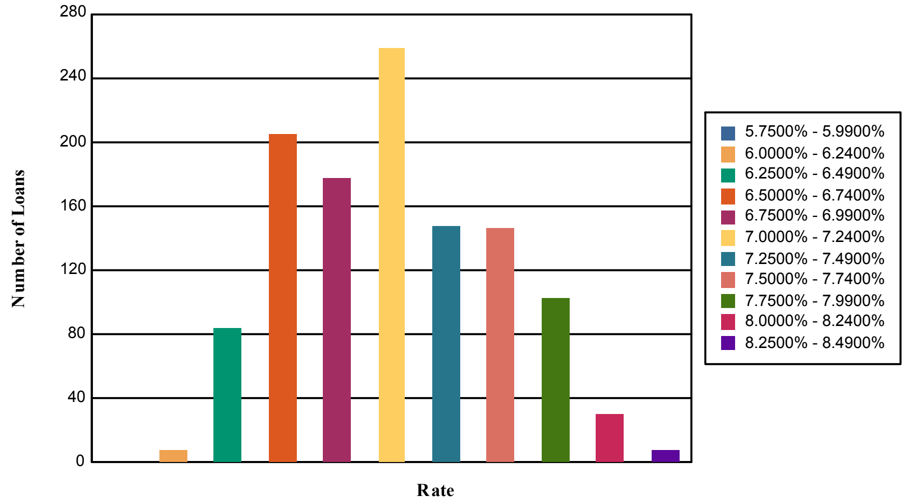
TYPE	LOANS	AMOUNT	% OF TOTAL
TARGET	152	$43,441,859.00	13.02%
NON TARGET	1,015	$332,513,612.00	86.98%
TOTAL	**1,167**	**$375,955,471.00**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

INTEREST RATE RANGES REPORT

RATE	LOANS	% OF TOTAL
5.7500% - 5.9900%	1	0.09%
6.0000% - 6.2400%	8	0.69%
6.2500% - 6.4900%	84	7.20%
6.5000% - 6.7400%	205	17.57%
6.7500% - 6.9900%	177	15.17%
7.0000% - 7.2400%	258	22.11%
7.2500% - 7.4900%	147	12.60%
7.5000% - 7.7400%	146	12.51%
7.7500% - 7.9900%	103	8.83%
8.0000% - 8.2400%	30	2.57%
8.2500% - 8.4900%	8	0.69%
TOTAL	**1,167**	**100.00%**

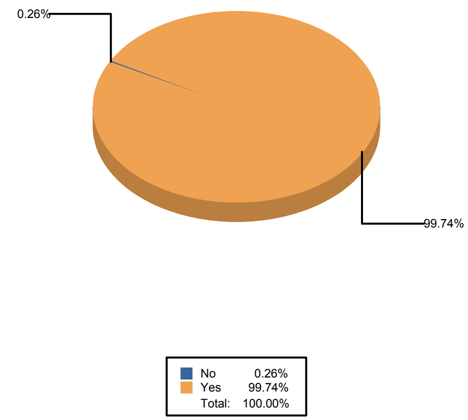


Nevada Housing Division
Demographic Analysis Report

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

FIRST TIME HOMEBUYER REPORT

FIRST TIME HOMEBUYER	LOANS	% OF TOTAL
No	3	0.26%
Yes	1,164	99.74%
TOTAL	**1,167**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

ADDITIONAL / ASSISTANCE

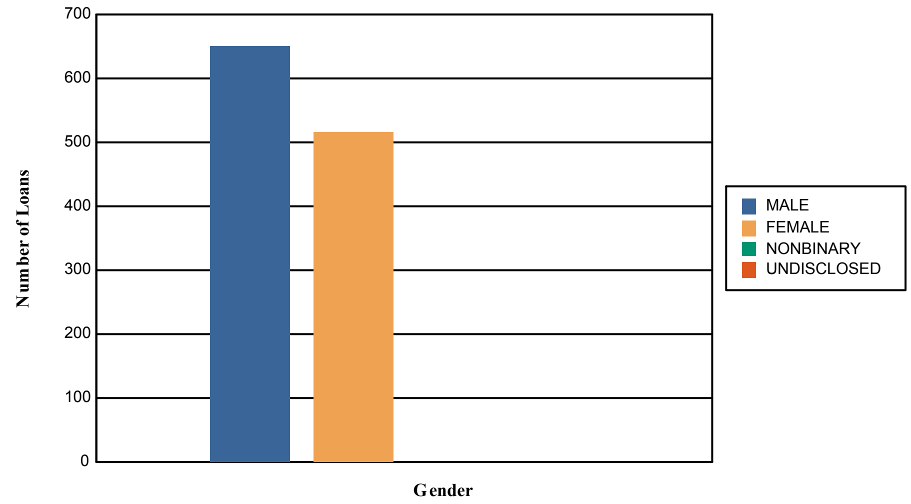
ADDTL MTG PROGRAM \ PRIMARY MTG PROGRAM		LOANS	LOAN AMOUNT	AVERAGE LOAN AMOUNT
HFP DPA \ Home First Nevada Program		**235**	**3,525,000.00**	**15,000.00**
	ASSISTANCE PERCENT	LOANS W/ ASSISTANCE	ASSISTANCE AMOUNT	AVERAGE ASSISTANCE AMOUNT
HIP Teachers - $7,500 Second \ HIP for Teachers		**29**	**217,500.00**	**7,500.00**
	ASSISTANCE PERCENT	LOANS W/ ASSISTANCE	ASSISTANCE AMOUNT	AVERAGE ASSISTANCE AMOUNT

Nevada Housing Division
Demographic Analysis Report

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

GENDER REPORT

GENDER	LOANS	% OF TOTAL
MALE	650	55.79%
FEMALE	515	44.21%
NONBINARY	2	0.17%
UNDISCLOSED	0	0.00%
TOTAL	**1,165**	**100.00%**

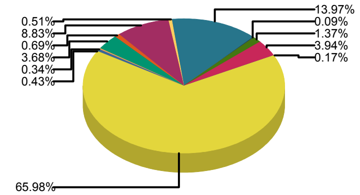


Nevada Housing Division
Demographic Analysis Report

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

RACE REPORT

DESCRIPTION	LOANS	% OF TOTAL
American Indian/ Alaskan Native	5	0.43%
American Indian/Alaskan Native & White	4	0.34%
Asian	43	3.68%
Asian & White	8	0.69%
Black/ African American	103	8.83%
Black/African American & White	6	0.51%
Declined to Respond	163	13.97%
Japanese	1	0.09%
Native Hawaiian/Other Pacific Islander	16	1.37%
Other	46	3.94%
Vietnamese	2	0.17%
White	770	65.98%
TOTAL	**1,167**	**100.00%**



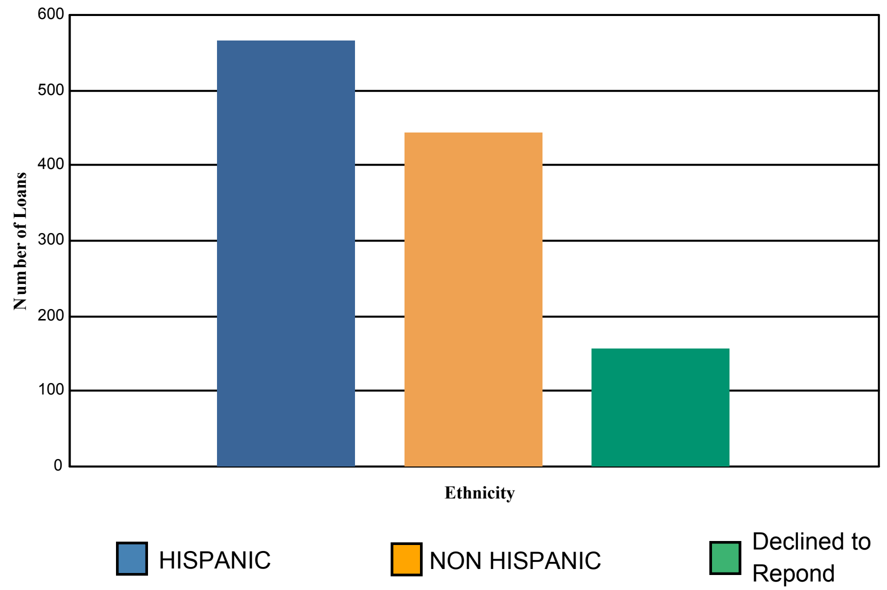
American Indian/ Alaskan Native	0.43%
American Indian/Alaskan Native & White	0.34%
Asian	3.68%
Asian & White	0.69%
Black/ African American	8.83%
Black/African American & White	0.51%
Declined to Respond	13.97%
Japanese	0.09%
Native Hawaiian/Other Pacific Islander	1.37%
Other	3.94%
Vietnamese	0.17%
White	65.98%
Total:	100.00%

This graphic displays race combinations representing more than 10% of the population

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

ETHNICITY REPORT

ETHNICITY	LOANS	AMOUNT	% OF TOTAL
HISPANIC	566	$184,834,378.00	48.50%
NON HISPANIC	444	$139,324,584.00	38.05%
Declined to Respond	157	$51,796,509.00	13.45%
TOTAL	**1,167**	**$375,955,471.00**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

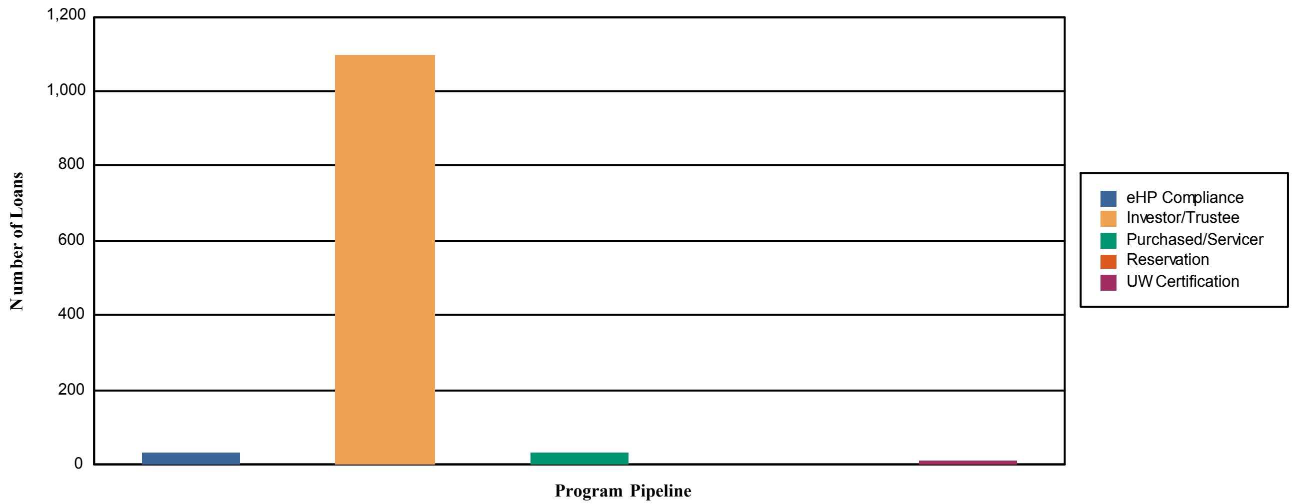
RACE BY ETHNICITY REPORT

RACE	HISPANIC	NONHISPANIC	Declined to Respond	LOANS	% OF TOTAL
American Indian/ Alaskan Native	0	4	1	5	0.43%
American Indian/Alaskan Native & White	1	3	0	4	0.34%
Asian	1	41	1	43	3.68%
Asian & White	1	7	0	8	0.69%
Black/ African American	9	93	1	103	8.83%
Black/African American & White	1	5	0	6	0.51%
Declined to Respond	34	11	118	163	13.97%
Japanese	0	1	0	1	0.09%
Native Hawaiian/Other Pacific Islander	2	14	0	16	1.37%
Other	24	6	16	46	3.94%
Vietnamese	0	2	0	2	0.17%
White	493	257	20	770	65.98%
TOTAL	**566**	**444**	**157**	**1,167**	**100.00%**

Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

PIPELINE REPORT

PROGRAM PIPELINE	LOANS	AMOUNT	% OF TOTAL
Reservation	1	$372,135.00	0.09%
UW Certification	9	$3,006,347.00	0.77%
eHP Compliance	31	$9,993,073.00	2.66%
Purchased/Servicer	31	$10,852,615.00	2.66%
Investor/Trustee	1,095	$351,731,301.00	93.83%
TOTAL	**1,167**	**$375,955,471.00**	**100.00%**



Reservation Stage Approved Date Between 10/01/2023 and 09/30/2024

PROGRAM SUMMARY

AVERAGE PRINCIPAL MORTGAGE:	$322,155.50
AVERAGE PURCHASE PRICE:	$332,822.14
AVERAGE HOUSEHOLD ANNUAL INCOME:	$84,593.17
AVERAGE DPA AMOUNT:	$14,176.14
AVERAGE AGE OF PRIMARY BORROWER:	37
AVERAGE HOUSEHOLD SIZE:	2
AVERAGE EMPLOYED IN HOUSEHOLD:	1

Zach Conine
State Treasurer

STATE OF NEVADA
OFFICE OF THE STATE TREASURER

TO: Board of Finance (Board) Members

FROM: Cari Eaton, Deputy Treasurer - Debt Management

SUBJECT: December 19, 2024 Agenda Item #9 State of Nevada Series 2015 B & D Refinancing

DATE: December 2, 2024

Overview:

Nevada Revised Statutes (NRS) 349.071 states the State Board of Finance (the "Board") may issue and redeem securities on behalf of the State when such issue is authorized by law. Pursuant to NRS 349.255, prior to the issuance by the State Treasurer, a resolution describing the authority to issue and/or refund prior securities issuances must be approved by the Board.

The Nevada Legislature authorizes certain projects and funding mechanisms for those projects. NRS 349.330 further governs the refunding of State general and special obligation bonds. The State Treasurer's Office, in cooperation with other state agencies which have authority to implement those projects, coordinates the timing, rating agency presentations, and professional services necessary to issue securities on behalf of the State.

The division of bonds into different series is determined by the State's bond counsel based upon whether the debt is subject to or exempt from the State's debt limit, the debt's revenue stream utilized to pay the debt, and the nature of the projects to be financed.

Report:

Agenda item #9 is the State's proposed refunding bond issuance. The proposed bond series is authorized by law and conform to the parameters of the State's Constitutional Debt Limit and the General Obligation Debt Capacity and Affordability Report (2023-2025 Biennium). The tentative schedule for the sale is: (1) Board of Finance approval on December 19, 2024; (2) bond sale on January 22, 2025; and (3) bond closing and receipt of proceeds on January 31, 2025.

CARSON CITY OFFICE
State Treasurer
101 N. Carson Street, Suite 4
Carson City, Nevada 89701-4786
(775) 684-5600 Telephone
(775) 684-5623 Fax

STATE TREASURER PROGRAMS
Guinn Millennium Scholarship Program
Nevada Prepaid Tuition Program
Nevada College Savings Plans
Nevada College Kick Start Program
Unclaimed Property

LAS VEGAS OFFICE
State Treasurer
555 E. Washington Avenue, Suite 4600
Las Vegas, Nevada 89101-1074
(702) 486-2025 Telephone
(702) 486-3246 Fax

Website: http://NevadaTreasurer.gov E-mail: StateTreasurer@NevadaTreasurer.gov

For Possible Action – Discussion and possible action on a resolution designated the **"2025A Capital Improvement and Cultural Affairs Refunding Bond Resolution"**; approving the issuance and sale of the State of Nevada, General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A, in the aggregate principal amount **not to exceed $181,740,000**; providing for the purpose for which such bonds are issued, the form, terms, and conditions of such bonds, and other details in connection therewith; providing for the levy and collection of annual general (ad valorem) taxes for the payment of such bonds; and providing other related matters. See Attachment A for approval.

Series 2025A is subject to the constitutional debt limit and was included in the affordability model, The debt service will be paid with property taxes. Proceeds will be used to refund the 2015B Capital Improvement and Cultural Affairs refunding bonds and the 2015D Capital Improvement bonds. *Note – The State may receive bond proceeds in excess of the par amount being borrowed (premium) depending on market conditions at the time of sale.*

- The estimated maximum par for the 2015B refunding portion of the 2025A series is **$93,805,000**. The anticipated net present value of savings for refunding the 2015B Bonds is anticipated to be 1.962%.

- The estimated maximum par for the 2015D Capital Improvement Project refunding portion of the 2025A series is **$74,390,000**. The anticipated net present value of savings for refunding the 2015B Bonds is anticipated to be 3.560%.

- The estimated maximum par for the 2015D DMV Capital Improvement Project refunding portion of the 2025A series is **$13,545,000**. The anticipated net present value of savings for refunding the 2015B Bonds is anticipated to be 4.342%.

- The overall estimated maximum par for the 2025A series is **$181,740,000** with an estimated present value of savings of 2.773% or $4.8 million.

  The overall estimated present value of savings is below the 3% Debt Management Policy requirement. Pursuant to the Debt Management Policy approved by the Board in February 2024, *"The State Treasurer may justifiably consider refundings that differ from these target guidelines by case basis but should explain the reasons for deviation to the Board."* The current estimate of savings to the State is $5.5 million. Approximately $4 million of that savings would be recognized in FY26 and FY27. Waiting to refund these bonds would eliminate any savings available.

Attachment A

2025A Capital Improvement and Cultural Affairs Refunding Bond Resolution

RESOLUTION

A RESOLUTION DESIGNATED THE "2025A REFUNDING BOND RESOLUTION"; APPROVING THE ISSUANCE AND SALE OF THE STATE OF NEVADA GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT AND CULTURAL AFFAIRS REFUNDING BONDS, SERIES 2025A; PROVIDING THE PURPOSES FOR WHICH SUCH BONDS ARE ISSUED, THE FORM, TERMS, AND CONDITIONS OF SUCH BONDS AND OTHER DETAILS IN CONNECTION THEREWITH; PROVIDING FOR THE LEVY AND COLLECTION OF ANNUAL GENERAL (AD VALOREM) TAXES FOR THE PAYMENT OF SUCH BONDS; AND PROVIDING OTHER RELATED MATTERS.

WHEREAS, the Board of Finance (the "Board") of the State of Nevada (the "State") has previously issued its State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2015B (the "2015B Bonds"); and

WHEREAS, the State has previously issued its State of Nevada General Obligation (Limited Tax) Capital Improvement and Refunding Bonds, Series 2015D (the "2015D Bonds"); and

WHEREAS, the Board desires to provide for the issuance and sale of general obligation bonds to be designated the "State of Nevada, General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A" (the "Bonds") to refinance the 2015B Bonds and the 2015D Bonds and pay the costs of issuance of the Bonds (the "Refunding Project"); and

WHEREAS, the State Securities Law, cited as NRS 349.150 through and including 349.364, as amended (the "Bond Act"), applies to the bonds authorized hereunder; and

WHEREAS, the Bonds will be sold in an initial aggregate principal amount set forth in the certificate of the State Treasurer (the "Certificate of the Treasurer") which amount is not to exceed $181,740,000 if the State Treasurer or designee determines that interest rate savings can be effected, the State Treasurer or designee is authorized to specify in the Certificate of the Treasurer which maturities of the 2015B Bonds and the 2015D Bonds, if any, will be refunded (the "Refunded Bonds") with a portion of the proceeds of the Bonds in an amount necessary to effect the Refunding Project which shall not exceed $181,740,000; and

WHEREAS, pursuant to NRS 349.303, the Board is authorized to delegate to the State Treasurer or designee the power to accept a binding bid for the Bonds subject to certain requirements specified in this Resolution; and

WHEREAS, the State Treasurer or designee is authorized to accept the bid submitted by the lowest responsible bidder for the Bonds as determined by the State Treasurer or designee and as set forth in the Certificate of the Treasurer (the "Purchaser"), for the purchase of the Bonds at a price equal to the principal amount thereof, less the discount, of not more than 9 percent of the principal amount, or plus a premium, if any, in each case as shown on the Certificate of the Treasurer, and otherwise upon the terms and conditions provided in this Resolution and in the Certificate of the Treasurer; and

WHEREAS, the Board, on behalf of and in the name of the State, has determined and does declare:

A. To secure and preserve the public health, safety, convenience, and welfare, it is necessary to issue the Bonds for the Refunding Project, pursuant to the Bond Act, and all supplemental laws; and

B. Each of the limitations and other conditions to the issuance of the Bonds in the Bond Act, and in any other relevant act of the State have been met; and pursuant to NRS 349.352, this determination of the Board that the limitations in the Bond Act have been met shall be conclusive in the absence of fraud or arbitrary or gross abuse of discretion;

NOW, THEREFORE, BE IT RESOLVED BY THE STATE BOARD OF FINANCE OF THE STATE OF NEVADA:

Section 1. **<u>Title</u>.** This Resolution shall be known as the "2025A Refunding Bond Resolution."

Section 2. **<u>Defined Terms</u>**. In addition to the terms defined in the "Whereas" clauses of this Resolution, capitalized undefined terms used herein shall have the following meanings:

"Authorized Denomination" means denominations of $5,000 or any integral multiple thereof.

"Board" means the Board of Finance of the State of Nevada.

"Bond Requirements" means the principal of, and interest and redemption premium, if any, on, the Bonds.

"Bonds" means the State of Nevada, General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A.

"2015B Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2015B.

"2015D Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement and Refunding Bonds, Series 2015D.

"2006C Bonds" means the State of Nevada General Obligation (Limited Tax) Cultural Affairs Bonds, Series 2006C.

"2006E Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement Bonds, Series 2006E.

"2007B Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Bonds, Series 2007B.

"2008C Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Bonds, Series 2008C.

"2008D Bonds" means the State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Bonds, Series 2008D.

"Certificate of the Treasurer" means the certificate executed by the Treasurer or designee on or after the sale of the Bonds and on or before the closing on the Bonds.

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

"Consolidated Bond Fund" means the fund created pursuant to NRS 349.090.

"Costs of Issuance Account" means a separate account held by the Treasurer and designated as the "State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A Cost of Issuance Account."

"Custodial Deposit" means deposit of Bonds pursuant to a book-entry only system of registration as provided in Section 22 hereof.

"Disclosure Dissemination Agent" means Digital Assurance Certification, L.L.C., as the disclosure dissemination agent for the State with respect to the Bonds, or any successor disclosure dissemination agent appointed by the State.

"Escrow Account" means a separate account held by the Escrow Bank on behalf of the State and designated as the "State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A Escrow Account."

"Escrow Agreement" means the Escrow Agreement between the State and the Escrow Bank relating to the Escrow Account for the Refunded Bonds.

"Escrow Bank" means U.S. Bank Trust Company, N.A., as escrow bank designated under the Escrow Agreement.

"Federal Securities" means federal securities as defined in NRS 349.172, or any successor provision thereto.

"Interest Payment Date" means April 1 and October 1 of each year, commencing the April 1 or October 1 next succeeding the date of delivery of the Bonds.

"Owner" means the person in whose name a Bond is registered on the registration records maintained by the Registrar.

"Paying Agent" means U.S. Bank Trust Company, National Association, and its successors and assigns.

"Purchaser" means the initial purchase of the Bonds named in the Certificate of the Treasurer.

"Refunding Project" means the refunding of the Refunded Bonds, if any, and paying the costs of issuance of the Bonds.

"Registrar" means U.S. Bank Trust Company, National Association, and its successors and assigns.

"Regular Record Date" means the fifteenth day of the calendar month preceding each Interest Payment Date (other than a special interest payment date established pursuant to Section 17 hereof for defaulted interest).

"Securities Depository" means Cede & Co., as nominee of The Depository Trust Company, or its successor appointed pursuant to Section 22 hereof, which successor 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.

"Special Record Date" means a special record date fixed by the Registrar pursuant to Section 17 hereof for the payment of defaulted interest.

"Taxes" means annual general (ad valorem) taxes.

"Treasurer" means the State Treasurer.

Section 3. Authority for Resolution. This Resolution is adopted pursuant to the Bond Act, and all supplemental laws.

Section 4. Acceptance of Bids. Pursuant to NRS 349.303, the Board hereby delegates to the Treasurer or designee the authority to accept a binding bid for the Bonds from the Purchaser subject to the following requirements:

A. the effective interest rate on the Bonds, calculated in accordance with Chapter 99 of NRS, must not exceed by more than 3% the "Index of Twenty Bonds" which was most recently published in The Bond Buyer before the Purchaser's bid was received;

B. the Treasurer or designee, in the Treasurer's or designee's discretion, will determine the dates on which, if any, and the prices at which the Bonds may be called for redemption prior to maturity;

C. the purchase price for the Bonds will be an amount equal to the aggregate principal amount of the Bonds less a discount, if any, of not more than 9 percent of such aggregate principal amount, or plus a premium, if any, all as set forth in the Certificate of the Treasurer; and

D. the aggregate principal amount of the Bonds must not exceed $181,740,000 and the aggregate principal amount of the Bonds payable in any particular year must not exceed $100,000,000.

Section 5. Life of Project. The Board has determined and declares:

A. The remaining estimated life or estimated period of usefulness of the facilities financed with the proceeds of the Refunded Bonds and refinanced with the proceeds of the Bonds is not less than the average maturity of the Bonds allocable to the Refunding Project; and

B. The Bonds allocable to the Refunding Project will mature at times not exceeding such estimated life or estimated periods of usefulness.

Section 6. Necessity of Project and Bonds. It is necessary and in the best interests of the State that the Board undertake the Refunding Project and defray the cost by the issuance of the Bonds.

Section 7. Authorization of Project. The Board has determined to undertake the Refunding Project and defray the cost by the issuance of the Bonds.

Section 8. Estimated Cost of Project. The cost of the Refunding Project is estimated not to exceed the amount received from the sale of the Bonds, excluding any such cost to be defrayed by any source other than the proceeds of the Bonds.

Section 9. Resolution to Constitute Contract. In consideration of the purchase and the acceptance of the Bonds by the Owners thereof from time to time, the provisions of this Resolution shall be deemed to be and shall constitute a contract between the State and the Owners of the Bonds.

Section 10. Bonds Equally Secured. The covenants and agreements of the State and the Board set forth in this Resolution 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 Resolution.

Section 11. General Obligations. All of the Bonds and the Bond Requirements shall constitute general obligations of the State, which hereby pledges its full faith and credit for their payment. All Bond Requirements shall be payable from Taxes as provided in this Resolution.

Section 12. Non-Exempted Debt. The issuance of the Bonds constitutes an exercise of the authority conferred by the first paragraph of Section 3, Article 9, of the Constitution of the State, and the Bonds will be treated as bonds to which the limitations stated in the first paragraph of said Section apply.

Section 13. Limitations upon Security. Pursuant to NRS 349.250, the payment of the Bonds is not secured by an encumbrance, mortgage or other pledge of property of the State, except the proceeds of Taxes and any other monies pledged for the payment of the

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

Section 14. Limitations upon Recourse. Pursuant to NRS 349.252, no recourse shall be had for the payment of the Bond Requirements or for any claim based thereon or otherwise upon this Resolution, against any individual member of the Board or any officer or other agent of the State, past, present, or future, either directly or indirectly through the Board or the State, 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 15. No Repeal of Bond Act. Pursuant to NRS 349.256, the faith of the State is hereby pledged that the Bond Act and any other law supplemental or otherwise pertaining thereto, and any other act concerning the Bonds or the Taxes, or both, shall neither be repealed nor amended nor otherwise directly or indirectly modified in such a manner as to impair adversely any outstanding Bonds, until all the Bonds have been discharged in full or provision for their payment and redemption has been fully made.

Section 16. Authorization of Bonds. For the purpose of defraying the cost of the Refunding Project, there are hereby authorized to be issued the Bonds in the aggregate principal amount designated in the Certificate of the Treasurer, which shall not exceed $181,740,000 for the Refunding Project.

Section 17. Bond Details. The Bonds will be dated as of their date of delivery to the Purchaser and shall be issued in Authorized Denominations. The Bonds shall bear interest from their date until their respective fixed maturity dates (or, if called for redemption prior to maturity as provided below, their redemption dates) at the respective rates per annum set forth in the Certificate of the Treasurer calculated on the basis of a 360-day year of twelve 30-day months, payable on each Interest Payment Date; provided that those Bonds which are reissued upon transfer, exchange or other replacement shall bear interest at the applicable rates set forth in the Certificate of the Treasurer from the most recent Interest Payment Date to which interest has been paid or duly provided for, or if no interest has been paid, from the date of the Bonds. The Bonds will mature on the dates and in the principal amounts and bear interest at the rates per annum set forth in the Certificate of the Treasurer.

The portion of the Bonds used to refinance the 2015B Bonds which refinanced the 2006C Bonds must mature within 20 years following the dates of passage of the acts authorizing the 2006C Bonds (not to exceed June 13, 2025 for the for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the 2006C Bonds authorized in the 2005 legislative session and June 2, 2025 for the portion of the Bond refunding the 2015B Bonds which refunded the portion of the 2006C Bonds authorized by NRS 233C.200 through 233C.230, inclusive, as amended).

The portion of the Bonds used to refinance the portion of the 2015B Bonds which refinanced the 2007B Bonds must mature within 20 years following the dates of passage of the acts authorizing the 2007B Bonds (not to exceed June 13, 2025 for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the portion of the 2007B Bonds authorized in the 2005 legislative session, June 13, 2027 for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the portion of the 2007B Bonds authorized in the 2007 legislative session and June 13, 2027 for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the portion of the 2007B Bonds authorized by NRS 233C.200 through and including 233C.230, as amended).

[Delete paragraph? No 2008C were refunded with 2015B]The portion of the Bonds used to refinance the portion of the 2015D Bonds which refunded the portion of the 2008C Bonds must mature within 20 years following the dates of passage of the acts authorizing the 2008C Bonds (not to exceed June 13, 2027 for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the portion of the 2008C Bonds authorized in the 2007 legislative session and June 13, 2027 for the portion of the Bonds refunding the portion of the 2015B Bonds which refunded the portion of the 2008C Bonds authorized by NRS 233C.200 through and including 233C.230, as amended).

The portion of the Bonds used to refinance the portion of the 2015D Bonds must mature within 20 years following the date of passage of the act authorizing the 2015D Bonds (not to exceed June 12, 2035). The portion of the Bonds used to refinance the portion of the 2015D Bonds which refinanced the portion of the 2006E Bonds must mature within 20 years following the date of passage of the act authorizing the 2006E Bonds (not to exceed June 13, 2025 for the portion of the Bonds refunding the portion of the 2015D Bonds which refunded the portion of the 2006E Bonds authorized in the 2005 legislative session). The portion of the Bonds used to refinance the portion of the 2015D Bonds which refunded the portion of the 2008C Bonds must mature within 20 years following the dates of passage of the acts authorizing the 2008C Bonds (not to exceed June 13, 2027 for the portion of the Bonds refunding the portion of the 2015D Bonds which refunded the portion of the 2008C Bonds authorized in the 2007 legislative session and June 13, 2027 for the portion of the Bonds refunding the portion of the 2015D Bonds which refunded the portion of the 2008C Bonds authorized by NRS 233C.200 through and including 233C.230, as amended).

The principal of and redemption premium, if any, on any Bond shall be payable to the Owner thereof upon maturity or prior redemption thereof and upon presentation and surrender at the principal office of the Paying Agent, or such other office as may be designated by the Paying Agent. If any Bond shall not be paid upon such presentation and surrender at or after redemption or maturity, it shall continue to bear interest at the interest rate borne by said Bond until the principal thereof is paid in full. Payment of interest on any Bond shall be made to the Owner thereof by electronic transfer, check or draft mailed by first-class mail 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 such Owner's address, as shown on the registration records kept by the Registrar as of the Regular Record Date. 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 person who is the Owner thereof, at such Owner's address, as shown on the registration records of the Registrar as of the close of business on a Special Record Date fixed for the purpose of paying any such defaulted interest. 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 Owners of the Bonds not less than ten days prior thereto electronically or otherwise 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 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 18. Redemption.

A. Optional Redemption. The Bonds, or portions thereof in Authorized Denominations, maturing on and after the date designated in the Certificate of the Treasurer, shall be subject to optional redemption prior to their respective maturities, on and after the date designated in the Certificate of the Treasurer, at the option of the State to be exercised by delivery of a written certificate of the Treasurer or designee to the Registrar, in whole or in part at any time, from any maturities selected by the State as selected by the Treasurer or designee and by lot within a maturity, at a price equal to the principal amount of each Bond, or portion thereof, to be so redeemed, plus accrued interest thereon to the redemption date and a premium, if any, computed in accordance with the schedule contained in the Certificate of the Treasurer.

B. Mandatory Redemption. The Bonds maturing on the dates specified in the Certificate of the Treasurer as term bonds (the "Term Bonds") are subject to mandatory sinking fund redemption at a redemption price equal to 100% of the principal amount thereof and accrued interest to the redemption date. As and for a sinking fund for the redemption of the Term Bonds, there shall be deposited into the Consolidated Bond Fund on or before the dates described in the Certificate of the Treasurer, a sum which, together with other moneys available in the "State of Nevada, General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A Tax Account-Principal" (hereafter created), is sufficient to redeem (after credit is provided below) on the dates and in the principal amounts of Term Bonds as provided in the Certificate of the Treasurer. The 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 of the maturity and series being redeemed, a principal amount of the Term Bonds equal to the aggregate principal amount of the Term Bonds redeemable with the required sinking fund payments.

At the option of the Treasurer to be exercised by delivery of a written certificate to the Registrar not less than 60 days next preceding any sinking fund redemption date, the State may (i) deliver to the Registrar for cancellation Term Bonds (which are subject to sinking fund redemption on such sinking fund redemption date) or portions thereof in Authorized Denominations in an aggregate principal amount desired by the Treasurer, or (ii) specify a principal amount of such Term Bonds (which are subject to sinking fund redemption on such sinking fund redemption date) or portions thereof in Authorized Denominations which prior to said date have been redeemed (otherwise than through the operation of the sinking fund) and cancelled by the Registrar and not theretofore applied as a credit against any sinking fund redemption obligation with respect to such Term Bonds. 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 State on such sinking fund redemption date and any excess shall be so credited against future sinking fund redemption obligations in such manner as the Treasurer determines. In the event the Treasurer shall utilize the provisions of clause (i) of the first sentence of this paragraph on behalf of the State, the certificate required by the first sentence of this paragraph shall be accompanied by the respective Term Bonds or portions thereof to be cancelled.

Section 19. Redemption Notice. Unless waived by any Owner of a Bond to be redeemed, notice of redemption shall be given by the Registrar (on direction of the State Treasurer given not less than 60 days prior to the redemption date), electronically as long as Cede & Co. or a nominee or a successor depository is the Owner of the Bonds, and otherwise by first class postage prepaid mail, at least 20 days but not more than 60 days prior to the redemption date, to the Owner of any Bond all or a part of which is called for redemption at the Owner's address as it last appears on the registration records kept by the Registrar, and electronically (1) to the Disclosure Dissemination Agent or (2) if Digital Assurance Certification, L.L.C. no longer serves as the Disclosure Dissemination Agent and the State has not appointed a successor Disclosure Dissemination Agent, to the Municipal Securities Rulemaking Board ("MSRB") via its Electronic Municipal Market Access system. The notice shall identify the Bonds or portions thereof to be redeemed, specify the redemption date and state that on such date the principal amount thereof, accrued interest and premium, if any, thereon will become due and payable at the principal office of the Paying Agent or such other office as may be designated by the Paying Agent, and that after such redemption date interest will cease to accrue.

After such notice and presentation of the Bonds, the Bonds called for redemption will be paid. Actual receipt of the notice by the Disclosure Dissemination Agent, MSRB or the Owners of Bonds shall not be a condition precedent to redemption of such Bonds. Failure to give such notice to the Disclosure Dissemination Agent, MSRB or the Owner of any Bond designated for redemption, or any defect therein, shall not affect the validity of the proceedings for redemption of any other Bond. A certificate by the Registrar that notice of redemption has been given as provided in this Section shall be conclusive as against all parties; and no Owner whose Bond is called for redemption or any other Owner of any Bond may object thereto or may object to the cessation of interest on the redemption date on the ground that he failed to actually receive such notice of redemption.

Notwithstanding the provisions of this Section, any notice of redemption may contain a statement that the redemption is conditional 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 written notice to the Owners of the Bonds called for redemption in the same manner as the original notice of redemption was given.

Section 20. Negotiability. Subject to the registration provisions herein provided, the Bonds shall be fully negotiable within the meaning of and for the purposes of the Uniform Commercial Code-Investment Securities, and each Owner shall possess all rights enjoyed by holders of negotiable instruments under the Uniform Commercial Code-Investment Securities.

Section 21. Registration, Transfer and Exchange of Bonds. Except as otherwise provided in Section 22 hereof:

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, or at such other office as may be designated by the Registrar, duly endorsed for transfer or accompanied by an assignment in form satisfactory to the Registrar duly executed by the Owner or 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 series and 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 series and maturity of other Authorized Denominations, as provided in Section 17 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. The Registrar shall require the payment by the Owner of any Bond requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer and shall charge a sum sufficient to pay the cost of preparing and authenticating a new 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 15 days before the day of the mailing of a notice of redemption of Bonds by the Registrar electronically or otherwise and ending at the close of business on the day of such mailing, or (ii) any Bond after the mailing of notice electronically or otherwise 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 records kept by the Registrar shall be deemed and regarded as the absolute Owner thereof for the purpose of payment and for all other purposes; and payment of or on account of either principal or interest on any Bond shall be made only to or upon the written order of the Owner thereof or 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 State 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 series and 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 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 the Registrar to the Board upon request.

Section 22. Custodial Deposit.

A. Notwithstanding the foregoing provisions of Sections 17 to 21 hereof, the Bonds shall initially be evidenced by one or more Bonds for each year in which the Bonds mature in denominations equal to the aggregate principal amounts of the Bonds maturing in that year. Such initially delivered Bonds shall be registered in the name of "Cede & Co." as nominee for the Securities Depository. The Bonds may not thereafter be transferred or exchanged except:

(1) to any successor of the Securities Depository; or

(2) upon the resignation of the Securities Depository or a determination by the State that the Securities Depository is no longer able to carry out its functions, and the designation by the State of a new Securities Depository; or

(3) upon the resignation of the Securities Depository or a determination by the State that the Securities Depository is no longer able to carry out its functions, and the failure by the State, after reasonable investigation, to locate another qualified depository institution to carry out such depository functions; or

(4) upon determination by the Board that a book-entry only system of registration is not beneficial to the State and/or the Owners of the Bonds.

B. In the case of a transfer to a successor of the Securities Depository as referred to in clause (1) of Subsection A hereof or designation of a new Securities Depository pursuant to clause (2) of Subsection 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 maturity shall be issued to such successor or new Securities Depository, as is specified in such written transfer instructions. In the case of a resignation or determination under clause (3) or (4) of Subsection A hereof, and receipt of the outstanding Bonds by the Registrar, together with written instructions for transfer satisfactory to the Registrar, new Bonds shall be issued in Authorized Denominations as provided in and subject to the limitations of Section 17 hereof, registered in the names of such persons, and in such denominations as are requested in such written transfer instructions; however, the Registrar shall not be required to deliver such new Bonds within a period of less than 60 days from the date of receipt of such written transfer instructions.

C. The Registrar and the Paying Agent shall have no responsibility for transmitting payments to the beneficial owners of the Bonds held by a Securities Depository.

D. The State, the Registrar and the Paying Agent shall endeavor to cooperate with any Securities Depository 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 Securities Depository on the date they are due.

E. Upon any partial redemption of any maturity of the Bonds, the Securities Depository in its discretion may request the State 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 23. Execution and Authentication.

A. Prior to the execution of any Bond by facsimile signature and pursuant to NRS 349.284, to the act known as the Uniform Facsimile Signatures of Public Officials Act, cited as Chapter 351, NRS, the Governor of the State, the State Controller, the Secretary of State and the State Treasurer (the "Governor," the "Controller," the "Secretary" and the "Treasurer," respectively) shall each file with the Secretary such officer's manual signature certified under oath.

B. Pursuant to NRS 349.282, the Bonds shall be approved, signed and executed in the name of and on behalf of the State with the electronic, manual or facsimile signature of the Governor, shall be countersigned and executed with the electronic, manual or facsimile signature of the Controller, and shall be countersigned, subscribed and executed with the electronic, manual or facsimile signature of the Treasurer. There shall be affixed on the Bonds the electronic, manual or facsimile impression of the great seal of the State, and each Bond shall each be attested, signed and executed with the electronic, manual or facsimile signature of the Secretary.

C. No Bond shall be valid or obligatory for any purpose unless the certificate of authentication thereon, substantially in the form provided in Exhibit A, has been duly manually executed by the Registrar. The Registrar's certificate of authentication shall be deemed to have been duly executed by it if manually signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder. 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 Resolution.

Section 24. Use of Predecessor's Signature. The Bonds bearing the signatures of the officers in office at the time of their execution shall be the valid and binding obligations of the State, notwithstanding that before their delivery any or all of the persons who executed them shall have ceased to fill their respective offices. The Governor, the Controller, the Treasurer and the Secretary, at the time of the execution of a signature certificate relating to the Bonds, may each adopt as and for such officer's own facsimile signature the facsimile signature of such officer's predecessor in office if such facsimile signature appears upon any of the Bonds.

Section 25. Incontestable Recital. Pursuant to NRS 349.274, the Bonds shall contain a recital that they are issued pursuant to the Bond Act, and such recital shall be conclusive evidence of the validity of the Bonds and the regularity of their issuance.

Section 26. State Tax Exemption. Pursuant to NRS 349.354, 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 Chapter 375B of NRS.

Section 27. Bond Execution. The Governor, Controller, Treasurer and Secretary are authorized and directed to prepare and to execute the Bonds as provided above.

Section 28. Initial Registration. The Registrar shall maintain the registration records of the State for the Bonds, showing the name and address of the Owner of each Bond authenticated and delivered, the date of authentication, the maturity of the Bond, and its interest rate, bond number and its principal amount.

Section 29. Bond Delivery. After such registration and after their execution and authentication as provided herein, the Treasurer or designee shall cause the Bonds to be delivered to the Purchaser thereof, upon payment being made in accordance with the terms of their sale.

Section 30. Bond Form. Subject to the provisions of this Resolution, the Bonds shall be in substantially the form attached hereto as Exhibit A, with such omissions, insertions, endorsements and variations as may be required by the circumstances, be required or permitted by this Resolution, or be consistent with this Resolution and necessary and appropriate to conform to the rules and requirements of any governmental authority or any usage or requirement of law with respect thereto.

Section 31. Consolidated Bond Fund. Pursuant to NRS 349.236, payment of the Bond Requirements of the Bonds shall be made from the Consolidated Bond Fund of the State, under the provisions of NRS 349.080 through 349.140, except to the extent any provision is otherwise made for such payment by this Resolution.

Section 32. General Tax Levies. There shall be levied in each calendar year annually until all of the Bond Requirements of the Bonds shall have been fully paid, satisfied and discharged, a Tax on all property, both real and personal, subject to taxation within the boundaries of the State, fully sufficient together with the revenue which will result from the application of the rate to the net proceeds of minerals, to pay and retire the Bonds, without regard to any statutory tax limitations now or thereafter existing, but subject to the limitations imposed by NRS 361.453, and by Section 2 of Article 10 of the Constitution of the State, and after there are made due allowances for probable delinquencies.

Section 33. Budget Provisions. In the preparation of the budget for the State, the State Legislature shall first make proper provisions through the levy of sufficient Taxes for the payment of the interest on and the retirement of the principal of the bonded indebtedness of the State, including, without limitation, the Bonds subject to the limitations imposed by Section

2 of Article 10 of the Constitution of the State and by NRS 361.453, and the amount of money necessary for this purpose shall be a first charge against all revenues received by the State.

Section 34. Priorities for Bonds. As provided in NRS 361.463, in any year the total Taxes levied against the property in the State by all overlapping units within the boundaries of the State may exceed the limitation imposed by NRS 361.453 and it shall become necessary for that reason to reduce the levies made by any of those units, the reduction so made shall be in Taxes levied by such units (including, without limitation, the State) for purposes other than the payment of their bonded indebtedness, including interest thereon. The Taxes levied for the payment of bonded indebtedness and the interest thereon enjoy a priority over taxes levied by each such unit (including, without limitation, the State), for all other purposes where reduction is necessary in order to comply with the limitation imposed by NRS 361.453.

Section 35. Correlation of Levies. Such Taxes shall be levied and collected in the same manner and at the same time as other Taxes are levied and collected. The proceeds of Taxes levied to pay interest on the Bonds shall be kept by the Treasurer in a special fund hereby created and designated as the "State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A Tax Account-Interest," and the proceeds of Taxes levied to pay the principal of the Bonds shall be kept in a special fund hereby created and designated as the "State of Nevada General Obligation (Limited Tax) Capital Improvement and Cultural Affairs Refunding Bonds, Series 2025A Tax Account-Principal." Such funds shall be used for no other purpose than the payment of interest on and principal of the Bonds, respectively, as the same become due.

Section 36. Use of General Fund. Any sums coming due on the Bonds at any time when there are on hand from such 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 State, reimbursement to be made for such general funds in the amounts so advanced when the Taxes have been collected, pursuant to NRS 349.242.

Section 37. Use of Other Funds. Nothing in this Resolution prevents the State from applying any funds (other than Taxes) that may be available for that purpose to the payment of the Bond Requirements of the Bonds, and upon such payment, the levy or levies herein provided may thereupon to that extent be diminished, pursuant to NRS 349.244.

Section 38. Legislative Duties. In accordance with NRS 349.238 through 349.244, inclusive, it shall be the duty of the State Legislature, at the time and in the manner provided by law for levying other taxes of the State, if such action shall be necessary to effectuate the provisions of this Resolution, to ratify and carry out the provisions of this Resolution with reference to the annual levy and collection of such Taxes; and the State Legislature shall require the officers of the State to levy, extend and collect such Taxes in the manner provided by law for the purpose of creating funds for the payment of the Bond Requirements of the Bonds.

Section 39. Appropriation of Taxes. In accordance with NRS 349.248, there is specially appropriated the proceeds of such Taxes to the payment of the Bond Requirements of the Bonds; and such appropriations shall neither be repealed nor such Taxes postponed or diminished (except as otherwise expressly provided) until the Bond Requirements of the Bonds have been wholly paid.

Section 40. Use of Bond Proceeds. Pursuant to NRS 349.294, amounts received from the sale of the Bonds shall be deposited promptly by the Treasurer and shall be accounted for in the following manner and priority and are hereby pledged for such purposes:

A. First, an amount sufficient to pay the costs of issuance of the Bonds shall be credited to the Costs of Issuance Account hereby created and to be held by the Treasurer and used for the purpose of paying the costs of issuance of the Bonds. Any proceeds of the Bonds remaining in the Costs of Issuance Account after paying the costs of issuance of the Bonds shall be deposited into the Consolidated Bond Fund as directed by the Treasurer or designee.

B. Second, an amount fully sufficient to establish, together with any other moneys therein (including moneys deposited therein from the debt service funds for the Refunded Bonds), any initial cash balance remaining uninvested and to buy the Federal Securities designated in the Escrow Agreement for credit to the Escrow Account, to be used solely for the purpose of paying the Bond Requirements of the Refunded Bonds as provided in the Escrow Agreement. After completion of the Refunding Project, any unexpended balance of Bond proceeds in the Escrow Account shall be deposited into the Consolidated Bond Fund.

Section 41. **<u>Investments</u>.** Pursuant to NRS 349.304, the Board hereby authorizes the Treasurer to cause to be invested and reinvested any proceeds of Taxes and any proceeds from the issuance of the Bonds. Pursuant to NRS 349.304, (i) any gain from the investment of any proceeds of the Bonds credited to the Costs of Issuance Account shall be deposited promptly upon its receipt to the Costs of Issuance Account and applied to the costs of issuance of the Bonds.

Section 42. **<u>Prevention of Bond Default</u>.** Except as otherwise expressly provided by this Resolution, the Treasurer shall use any Bond proceeds credited to the Acquisition Accounts, 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. The Treasurer or designee shall promptly notify the Board of any such use. Any moneys so used shall be restored to the applicable account, from the first revenues thereafter received and available for such restoration.

Section 43. **<u>Defeasance</u>.** When all Bond Requirements of any Bond have been duly paid, the pledge and lien and all obligations hereunder with respect to such Bond shall thereby be discharged and such Bond shall no longer be deemed to be outstanding within the meaning of this Resolution. A Bond will be deemed to be paid when there has been placed in irrevocable escrow an amount sufficient (including the known minimum yield available for such purpose from Federal Securities, as defined in NRS 349.174, in which such amount wholly or in part may be initially invested) to meet all Bond Requirements of such Bond, as the same become due to the final maturity thereof or upon any prior redemption date as of which the Board shall have exercised or shall have obligated itself to exercise its prior redemption option by a call of such Bond for payment, or the Federal Securities shall be subject to redemption at the option of the holders thereof to assure availability as needed to meet the Bond Requirements of such Bond, as the same become due. The Federal Securities shall become due at or before the respective times on which the proceeds thereof shall be needed, in accordance with a schedule established and agreed upon between the State and the escrow agent at the time of the creation of the escrow or trust. 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 holder thereof. Upon direction of the Treasurer or designee, the Paying Agent shall mail written notice of the defeasance of any Bonds to the Owners of such Bonds at the addresses last shown on the registration records for such Bonds maintained by the Registrar.

Section 44. **Tax Covenant.** The State 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 State, or any facilities financed or refinanced with the proceeds of the Bonds if such action or omission would (i) cause interest on the Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Code, or (ii) cause interest on the Bonds to lose its exclusion from alternative minimum taxable income as defined in Section 55(b) of the Code. The foregoing covenant shall remain in full force and effect notwithstanding the defeasance of all of the Bonds until the date on which all obligations of the State in fulfilling the above covenant under the Code have been met. The State 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 45. **Modification, Alteration, Supplementation or Amendment of Resolution.**

A. The Board may, from time to time, modify, amend, supplement or alter this Resolution without the consent of, or notice to any of the Owners of the Bonds or the insurer of the Bonds, if any, for any one or more of the following purposes:

> **(1)** to add to the agreements of the Board or the State contained in this Resolution, other agreements thereafter to be observed or to surrender, restrict or limit any right or power herein reserved to or conferred upon the Board or the State;
>
> **(2)** to make such provisions for the purpose of curing any ambiguity, or of curing, correcting or supplementing any defective provision contained in this Resolution, or in regard to matters or questions arising under this Resolution, as the Board may deem necessary or desirable and not inconsistent with this Resolution;

(3) to grant to or confer any additional rights, remedies, powers or authorities that may be lawfully granted to or conferred upon the Owner of the Bonds;

(4) to evidence the appointment of successors to any depositories, custodians, Paying Agent or Registrar; or

(5) to make any other change which shall not have a material adverse effect on the interests of the Owners of the Bonds.

B. The Board may, from time to time, modify, amend, alter, or supplement this Resolution other than as provided in A above; provided that the Board shall give notice to the insurer of the Bonds, if any, and the Owners of the Bonds in the manner herein described and shall receive the written consent of the insurer of the Bonds, if any, or the Owners of not less than 51% of the Bonds then outstanding; provided, however, that no such supplemental proceedings shall:

(1) extend the maturity date or due date of any mandatory sinking fund redemption with respect to any Bond outstanding hereunder;

(2) reduce or extend the time of payment of the principal of, redemption premium or interest on any Bond outstanding hereunder;

(3) reduce any premium payable upon the redemption of any Bond hereunder or advance the date upon which any Bond may first be called for redemption prior to its stated maturity date;

(4) give to any Bond or Bonds a preference over any other Bond or Bonds; or

(5) reduce the percentage of Bonds the Owners of which are required to consent to any proceedings amending or supplementing the provisions hereof.

C. In the event that the Board intends to enter into or adopt any modification, alteration or amendment of this Resolution as described in B above, the Treasurer or designee shall mail, electronically or otherwise, to the insurer of the Bonds, if any, and the Owners of the Bonds at their addresses as shown on the registration records maintained by the Registrar, a notice of such intention along with a description of such amendment or modification not less than 30 days prior to the proposed effective date of such amendment or modification. The consents of the insurer of the Bonds, if any, or the Owners of the Bonds need not approve the particular form of wording of the proposed amendment, modification or supplement, but it shall be sufficient if such consents approve the substance thereof. Failure of the insurer of the Bonds, if any, or the Owner of any Bond to receive the notice required herein shall not affect the validity of any proceedings supplemental hereto if the insurer of the Bonds, if any, or the required number of Owners of the Bonds shall provide their written consent to such amendment or modification.

D. No such supplemental resolution which is described in B above shall become effective unless the insurer of the Bonds, if any, or Owners of at least 51% in aggregate principal amount of the Bonds then outstanding shall have filed with the Secretary of the Board within three (3) months after the date of adoption of such supplemental resolution properly executed instruments approving the adoption of such supplemental resolution, each such instrument to be accompanied by proof of insurance or ownership of the Bonds satisfactory to the Secretary of the Board to which such instrument refers.

E. Any supplemental resolution adopted and becoming effective in accordance with the provisions of this Section shall thereafter form a part of this Resolution and all conditions of this Resolution for any and all purposes, and shall be effective as to all Owners of Bonds then outstanding and no notation or legend of such modifications and amendments shall be required to be made thereon.

Section 46. **Purchaser Not Responsible.** The validity of the Bonds shall not be dependent on or be affected by the validity or regularity of any proceedings relating to the Refunding Project. The Purchaser and any Owner of the Bonds shall in no manner be responsible for the application or disposal by the State or by any of its officers, agents and employees of the moneys derived from the sale of the Bonds or of any other moneys described in this Resolution.

Section 47. **Limitations upon Contract.** The enforceability of the obligations of the State is subject to the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State and to the exercise by the United States of the powers delegated to it by the United States Constitution.

Section 48. **Replacement of Registrar or Paying Agent.** If the Registrar or Paying Agent initially appointed hereunder shall resign, or if the Treasurer shall determine that the Registrar or Paying Agent has become incapable of performing its duties hereunder, the Treasurer may, upon notice sent electronically or otherwise 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 institution serve as both Registrar and Paying Agent hereunder, but the State shall have the right to have the same institution serves as both Registrar and Paying Agent hereunder.

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

Section 49. **Continuing Disclosure Undertaking.** The State covenants for the benefit of the holders and beneficial owners of the Bonds to comply with the provisions of the Disclosure Dissemination Agreement, in substantially the form on file with the Secretary of the Board, to be executed by the Treasurer or designee, with any amendments deemed necessary by the Treasurer or designee, and delivered in connection with the delivery of the Bonds.

Section 50. **Maintenance of Escrow Account.**

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

and to redeem, on such date the Refunded Bonds then outstanding, in accordance with the resolutions authorizing the issuance of the Refunded Bonds.

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

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

Section 51. Call of Refunded Bonds. The State hereby elects to call for prior redemption the Refunded Bonds on the date set forth in the Escrow Agreement. Such election and call shall be irrevocable upon the issuance of the Bonds. The Escrow Bank is hereby authorized and directed to give directions to the paying agent and registrar for the Refunded Bonds to give notices of call for redemption in the manner and at the time required by the resolutions authorizing the issuance of the Refunded Bonds and to give such other notices of defeasance and call for redemption as is deemed appropriate or advisable as is directed by the State Treasurer or a deputy thereof.

Section 52. Delegated Powers. The officers of the State are authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution, including, without limitation:

A. The printing of the Bonds, including a statement of insurance, if applicable;

B. The completion and execution of such certificates and agreements, electronically or otherwise, as may be reasonably required by the Purchaser relating, among other things, to the execution of the Bonds, the deposit of the Bonds with The Depository Trust

Company, the tenure and identity of the officials of the Board and of the State, the delivery of the Bonds, the assessed valuation of the taxable property in and the indebtedness of the State, the receipt of the purchase price of the Bonds, the exemption of interest on the Bonds from gross income and alternative taxable income for federal income tax purposes, and, if it is in accordance with fact, the absence of litigation, pending or threatened, affecting the validity of the Bonds;

C. The execution and completion of the Escrow Agreement in substantially the form on file with the secretary of the Board, to be executed by the Treasurer or designee, with any amendments deemed necessary by the Treasurer or designee, and delivered in connection with the delivery of the Bonds and the execution of appropriate agreements with the Registrar and Paying Agent as to their services hereunder;

D. The execution of appropriate agreements with the Registrar and Paying Agent as to their services hereunder;

E. The assembly and dissemination of financial and other information concerning the State and the Bonds;

F. The preparation and circulation of a preliminary official statement, a notice of sale and an official statement for the Bonds in the forms specified by the Treasurer or designee. The Treasurer or designee is authorized to deem the official statement or the preliminary official statement to be a "final" official statement (other than permitted omissions) on behalf of the State for the purposes of Rule 15c2-12(b)(1) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended;

G. The completion and execution of the Certificate of the Treasurer, the Escrow Agreement and the Disclosure Dissemination Agreement; and

H. The issuance and sale of the Bonds pursuant to the provisions of this Resolution.

Section 53. **<u>Ratification</u>.** All action heretofore taken (not inconsistent with the provisions of this Resolution) by the Board and the officers of the State, and otherwise taken by the State in connection with:

A. The Refunding Project; and

B. The issuance and sale of the Bonds, is ratified, approved and confirmed, including without limitation the preparation and distribution of a preliminary official statement, a notice of sale and a final official statement relating to the Bonds and the supplement thereto and the convening of the meeting at which this Resolution is adopted.

Section 54. **Additional Securities.** The Board reserves the privilege of issuing additional general obligation securities authorized by law at any time or from time to time for any lawful purpose.

Section 55. **Resolution Irrepealable.** After any of the Bonds are issued, this Resolution shall constitute an irrevocable contract between the State and the Owner or Owners of the Bonds; and this Resolution, if any Bonds are in fact issued, shall be and shall remain irrepealable until the Bonds, as to all Bond Requirements, shall be fully paid, canceled and discharged except as this Resolution may be amended, modified, supplemented or altered pursuant to Section 46 hereof.

Section 56. **Repealer.** All bylaws, orders, resolutions, other instruments, or parts thereof, inconsistent with this Resolution are repealed to the extent of such inconsistency.

Section 57. **Severability.** 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 58. **Effective Date.** This Resolution shall be in full force and effect from and after its adoption.

ADOPTED on December 19, 2024.

____
Joe Lombardo, Governor, Chairman
State Board of Finance

Attest:

____
Lori Hoover, Secretary
State Board of Finance

EXHIBIT A

FORM OF BOND

TRANSFER OF THIS BOND OTHER THAN BY REGISTRATION IS NOT EFFECTIVE

STATE OF NEVADA
GENERAL OBLIGATION (LIMITED TAX)
CAPITAL IMPROVEMENT AND CULTURAL AFFAIRS REFUNDING BOND
SERIES 2025A

No. $ ___________

Interest Rate	Maturity Date	Dated as of	CUSIP
___% per annum	__________ 1, 20__	_______, 2025	

OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS

The State of Nevada (the "State") for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner, or registered assigns, the Principal Amount, on the Maturity Date (unless called for earlier redemption), and to pay interest thereon on April 1 and October 1 of each year, commencing on April 1, 2025, at the Interest Rate calculated on the basis of a 360 day year of twelve 30 day months, until the Principal Amount is paid or payment has been provided therefor. This Bond will bear interest from the most recent interest payment date to which interest has been paid, or, if no interest has been paid, from the date of this Bond. The principal of and redemption premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal office of the State's paying agent for the Bonds (as hereinafter defined), presently U.S. Bank Trust Company, National Association (the "Paying Agent"), or at such other office as may be designated by the Paying Agent. Interest on this Bond will be paid on each interest payment date (or, if such interest payment date is not a business day, on the next succeeding business day), by electronic transfer, check or draft mailed by first-class mail to the person in whose name this Bond is registered in the registration records of the State maintained by the State's registrar for the Bonds, presently U.S. Bank Trust Company, National Association (the "Registrar"), and at the address appearing thereon, as of the close of business on the fifteenth day of the calendar month preceding such interest payment date (the "Regular Record Date"). Any such interest not so timely paid (or duly provided for) shall cease to be payable to the person who is the Owner as of the close of business on the Regular Record Date and shall be payable to the person who is the Owner as of the close of business on a Special Record Date for the payment of any defaulted interest. Such Special Record Date shall be fixed by the Registrar whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the Owner electronically or otherwise by first-class mail not less than ten (10) days prior thereto. Alternative means of payment of interest may be used if mutually agreed to by the Owner and the Paying Agent, as provided in the resolution of the State Board of Finance of the State (the "Board") authorizing the issuance of the Bonds and designated in Section 1 thereof as the "2025A Refunding Bond Resolution" (the "Resolution"), duly adopted by the Board prior to the issuance of the Bonds. 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.

This Bond is one of a series of bonds (the "Bonds"), of like tenor except as to number and denominations, issued pursuant to the Resolution.

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

The State, the Registrar and Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute Owner hereof for the purpose of payment and for all other purposes, except to the extent otherwise provided hereinabove and in the Resolution with respect to Regular and Special Record Dates for the payment of interest.

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

The Bonds are issued by the State, upon its behalf and upon its credit, for the purpose of paying, wholly or in part, the cost of the Refunding Project set forth in the Resolution, under the authority of and in full compliance with the constitution and laws of the State, and pursuant to the Resolution. A copy of the Resolution is on file in the office of the ex-officio secretary of the State Board of Finance, in Carson City, Nevada, for public inspection.

The Bonds, or portions thereof, will be subject to redemption prior to their respective maturities, at the option of the Treasurer, as provided in the Resolution and the Certificate of the Treasurer.

Upon partial prior redemption of Bonds, Cede & Co., in its discretion, may request the Registrar to authenticate a new Bond or shall make an appropriate notation on this Bond indicating the date and amount of prepayment.

This Bond must be registered in the name of the Owner as to both principal and interest on the registration records kept by the Registrar in conformity with the provisions stated herein and endorsed hereon and subject to the terms and conditions set forth in the Resolution. No transfer of this Bond shall be valid unless made on the registration records maintained by the

Registrar at its principal office, or such other office as may be designated by the Registrar, by the Owner or such Owner's attorney duly authorized in writing.

It is hereby certified, recited and warranted that all the requirements of law have been fully complied with by the proper officers of the State in the issuance of this Bond; that the total indebtedness of the State, including that of this Bond, does not exceed any limit of indebtedness prescribed by the constitution or laws of the State; that provision has been made for the levy and collection of annual general (ad valorem) taxes sufficient to pay the principal of, redemption premiums, if any, and interest on this Bond when the same become due (except to the extent other funds are available therefor), subject to the limitations imposed by the constitution and statutes of the State; and that the full faith and credit of the State are hereby irrevocably pledged to the punctual payment of the principal of, redemption premiums, if any, and interest on this Bond according to its terms.

Reference is made to the Resolution and all modifications and amendments thereof, if any, to the acts authorizing the issuance of the Bonds and all laws amendatory thereof and to NRS 349.150 to 349.364, designated in NRS 349.150 thereof as the State Securities Law (the "Bond Act") and to all laws supplemental thereto, for an additional description of the nature and extent of the security for the Bonds, the accounts, funds or revenues pledged, the terms and conditions upon which the Bonds are issued, and a statement of rights duties, immunities and obligations of the State, and the rights and remedies of the Owner of this Bond.

The Bonds are issued pursuant to the Bond Act, and all laws supplemental thereto; pursuant to NRS 349.274, this recital is conclusive evidence of the validity of the Bonds and the regularity of their issuance; and pursuant to NRS 349.354, 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 Chapter 375A of Nevada Revised Statutes and the tax on generation-skipping transfers imposed pursuant to Chapter 375B of Nevada Revised Statutes.

In accordance with NRS 349.252, no recourse shall be had for the payment of the principal of, redemption premium, if any, and interest on this Bond or for any claim based thereon or otherwise in respect to the Resolution, against any individual member of the Board, or any officer or other agent of the State, past, present or future, either directly or indirectly through the Board or the State, or otherwise, whether by virtue of any constitution, statute or rule of law, or by the enforcement of any penalty or otherwise, all such liability, if any, being by the acceptance of this Bond and as a part of the consideration of its issuance specially waived and released.

This Bond shall not be valid or obligatory for any purpose until the Registrar shall have manually signed the certificate of authentication hereon.

IN WITNESS WHEREOF, the State, acting by and through the Board, has caused this Bond to be signed and executed in the name of and on behalf of the State with the electronic, manual or facsimile signature of the Governor of the State, to be countersigned with the electronic, manual or facsimile signature of the Controller of the State, and to be attested, signed and executed with the electronic, manual or facsimile signature of the Secretary of State; has caused the electronic, manual or facsimile impression of the great seal of the State to be affixed hereon; and has caused this Bond to be countersigned, subscribed and executed with the electronic, manual or facsimile signature of the State Treasurer; all as of the dated date above.

THE STATE OF NEVADA

(Electronic, Manual or Facsimile Signature)
Governor of the State of Nevada

[ELECTRONIC, MANUAL OR FACSIMILE SEAL]

Attest:

(Electronic, Manual or Facsimile Signature)
Secretary of State

Countersigned:

(Electronic, Manual or Facsimile Signature)
State Controller

Countersigned:

(Electronic, Manual or Facsimile Signature)
State Treasurer

[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 Resolution, and this Bond has been duly registered on the registration records kept by the undersigned as Registrar for such Bonds.

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION,
as Registrar

By ______________________________
Authorized Officer

[End of Form of Registrar's Certificate of Authentication for Bonds]

STATE OF NEVADA)
) ss.
CARSON CITY)

I am the duly chosen and qualified Chief Deputy of the Nevada State Treasurer's Office and acting secretary of the Board of Finance of the State of Nevada (the "Board"), and do hereby certify that:

1. The foregoing pages constitute a true, correct, complete and compared copy of the 2025A Refunding Bond Resolution, which resolution was passed and adopted by the Board at the duly held meeting of December 19, 2024, in the Old Assembly Chambers of the Capitol Building, Second Floor, 101 N. Carson Street, Carson City, Nevada 89701 and at 555 E. Washington Avenue, Las Vegas, Nevada.

2. The original of the 2025A Refunding Bond Resolution was signed by the chair of the Board and authenticated by me as ex officio secretary of the Board and was recorded in the minutes of the Board kept for that purpose in my office.

3. The members of the Board listed below attended such meeting and voted in favor of the passage of the 2025A Refunding Bond Resolution:

Governor:	Joe Lombardo
Treasurer:	Zachary B. Conine
Controller:	Andy Matthews
Other Members:	Benjamin Edwards
	David R. Navarro

4. All members of the Board were given due and proper notice of such meeting.

5. Written notice of such meeting was given at least three working days before the meeting pursuant to NRS 241.020.

6. A copy of the notice so given is attached to this certificate as Appendix I.

7. No other proceedings were adopted and no other action taken or considered at such meeting relating to the subject matter of the 2025A Refunding Bond Resolution.

IN WITNESS WHEREOF, I have hereunto set my signature on December 19, 2024.

Lori Hoover, Secretary
State Board of Finance

APPENDIX I

(Copy of Notice of Meeting)

Zach Conine
State Treasurer

STATE OF NEVADA
OFFICE OF THE STATE TREASURER

The State Board of Finance
State Capitol
Old Assembly Chambers, 2nd Floor
101 N. Carson Street
Carson City, Nevada 89701

The State Board of Finance
Las Vegas
Governor's Conference Room, 4th Floor
1 State of Nevada Way
Las Vegas, Nevada 89119

Agenda Item #10

For discussion and possible action: on the approval of the State Treasurer's quarterly investment report for the quarter ended June 30, 2024.

Overview

Investment of the State of Nevada General Fund Portfolio is a function performed by the State Treasurer, who, by the provisions of NRS 355, has adopted policies for the prudent and conservative investment of these funds. The General Portfolio encompasses governmental, proprietary, enterprise and fiduciary funds of the State. Investment objectives include safety of principal, portfolio liquidity and market return.

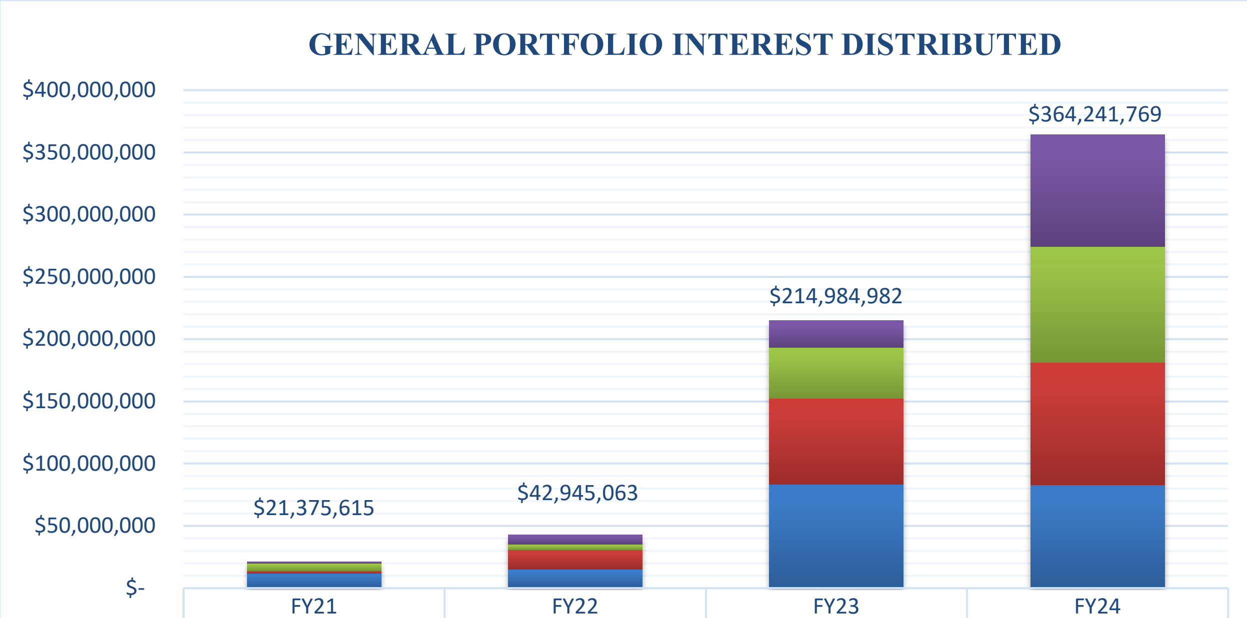
General Fund Earning Statistics	Prior Quarter End	Current Quarter End	FYTD
(in $millions)	3/31/2024	6/30/2024	
Average Daily Balance	9,349	9,396	9,204.4
All Funds Interest Revenue	98.4	83	364.2
Annualized Interest Rate (Note 1)	4.2%	3.5%	3.93%

General Fund Statistics	Holdings on 3/31/2024		Holdings on 06/30/2024	
Investment Type (in $ Millions)	% of Portfolio	Book Value	% of Portfolio	Book Value
U.S. TREASURIES	24.4%	2,305.6	22.7%	2,116.9
U.S. AGENCIES	21%	1,988.5	24.5%	2,290.7
ASSET-BACKED SECURITIES	0.8%	73.6	0.8%	72.6
CORPORATE NOTES	15%	1,415.8	15.3%	1,425.4
COMMERCIAL PAPER	14.9%	1,405.7	10.4%	968.3
NEGOTIABLE CD's	6.3%	600	5.1%	475
MONEY MARKET FUNDS	2.3%	221.1	3.6%	336.2
SUPRANATIONALS	2.1%	197	2.2%	201.5
CMO	6.7%	634.2	6.8%	631
FOREIGN NOTES	0.2%	20	0.3%	25.8
REPURCHASE AGREEMENTS	6.3%	600	8.6%	800
	100.00%	**9,461.5**	**100%**	**9,343.4**

Note 1 Interest is distributed to statutorily approved funds and budget accounts based on the cash basis of accounting. Under the cash basis of accounting, earnings are distributed in the quarter received but not necessarily in the quarter they were earned. Therefore, some of the receipts included in the Actual General Fund interest collected line were actually earned in the prior period and some of the earnings included in the General Fund interest revenue - accrual basis line will not be collected until a subsequent period.

General Fund Interest Distribution Fiscal Year 2021 to Fiscal Year 2024 Year to Date

The chart below provides the historical interest distributed for Fiscal Year 2024 to date and by each prior fiscal year for the General Portfolio. Interest is distributed to statutorily approved funds, such as the State General Fund and statutorily approved budget accounts.



	FY21	FY22	FY23	FY24
Q1	$1,223,002	$7,658,484	$21,521,765	$89,939,580
Q2	$6,201,955	$4,379,389	$41,126,257	$92,885,134
Q3	$1,880,549	$15,558,461	$69,078,015	$98,431,375
Q4	$12,070,109	$15,348,729	$83,258,945	$82,985,680

State of Nevada
Office of the State Treasurer
Schedule of General Fund Interest Revenue

	Quarter Ended 09/30/2023	Quarter Ended 12/31/2023	Quarter Ended 03/31/2024	Quarter Ended 06/30/2024	Totals
Average Daily Balances of Funds					
General Fund	$ 5,360,686,927	$ 6,204,716,928	$ 5,986,964,072	$ 5,969,536,122	$ 5,880,476,012
All Funds	8,882,134,912	9,189,771,887	9,349,331,157	9,396,540,111	9,204,444,517
Annualized Interest Rate					
Cash Basis (see Note 1)	4.0372%	4.0016%	4.1488%	3.4766%	3.9160%
Accrual Basis	4.0469%	4.0357%	4.1488%	3.5063%	3.9344%
Interest Distribution for General Fund (Cash Basis)					
General Fund Interest Collected	54,262,379	62,688,063	63,006,770	52,720,045	232,677,256
General Fund Interest Revenue - Distributed	54,262,015	62,686,295	62,994,541	45,354,013	225,296,864
Undistributed General Fund Interest Revenue	364.02	1,768.17	12,228.96	7,366,031.44	7,380,392.59
Interest Distribution for All Funds (Cash Basis)					
All Funds Interest Collected	89,939,580	92,885,134	98,431,375	82,985,680	364,241,770
All Funds Interest Revenue - Distributed	89,939,580	92,885,134	98,431,375	82,985,680	364,241,770

Note 1 Interest is distributed to statutorily approved funds and budget accounts based on the cash basis of accounting. Under the cash basis of accounting, earnings are distributed in the quarter received but not necessarily in the quarter they were earned. Therefore, some of the receipts included in the Actual General Fund interest collected line were actually earned in the prior period and some of the earnings included in the General Fund interest revenue - accrual basis line will not be collected until a subsequent period.

General Portfolio

As of June 30, 2024, the AUM for the General Portfolio was $9.343 billion (book value) with 81.4% managed internally and 18.6% managed by outside managers. Please see the charts on pages 5 and 6 for more information on each manager.

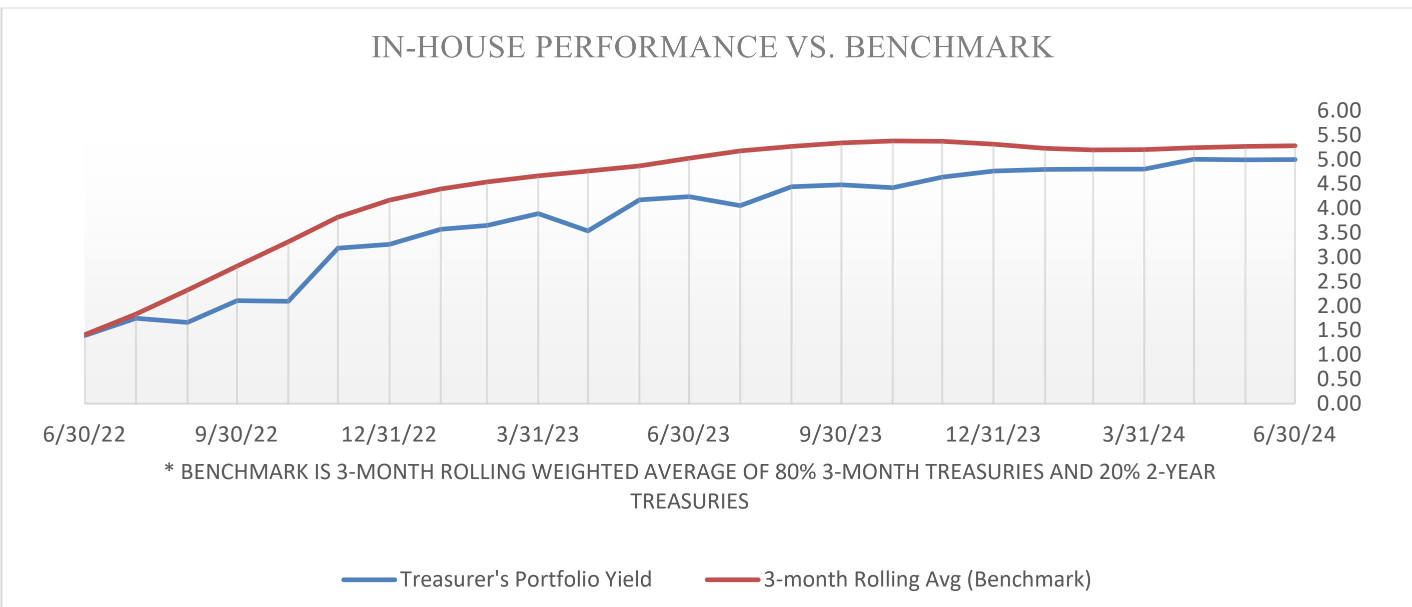
The overall yield to maturity (YTM) as of June 30, 2024, was 4.21% for the General Portfolio. Below is the YTM breakdown by portfolio:

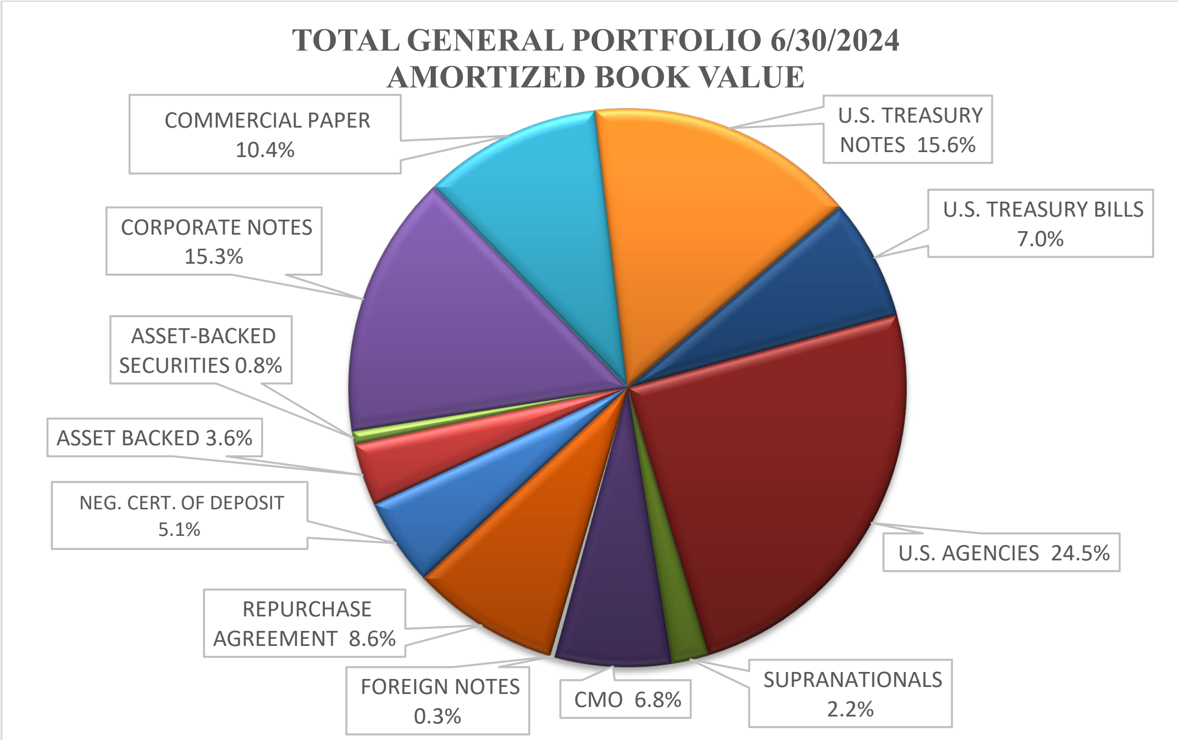
- Internally managed portfolios were 5.002%.
- Buckhead Capital Management portfolio was 1.08%.
- Western Asset Management portfolio was 0.33%.

In-House Performance

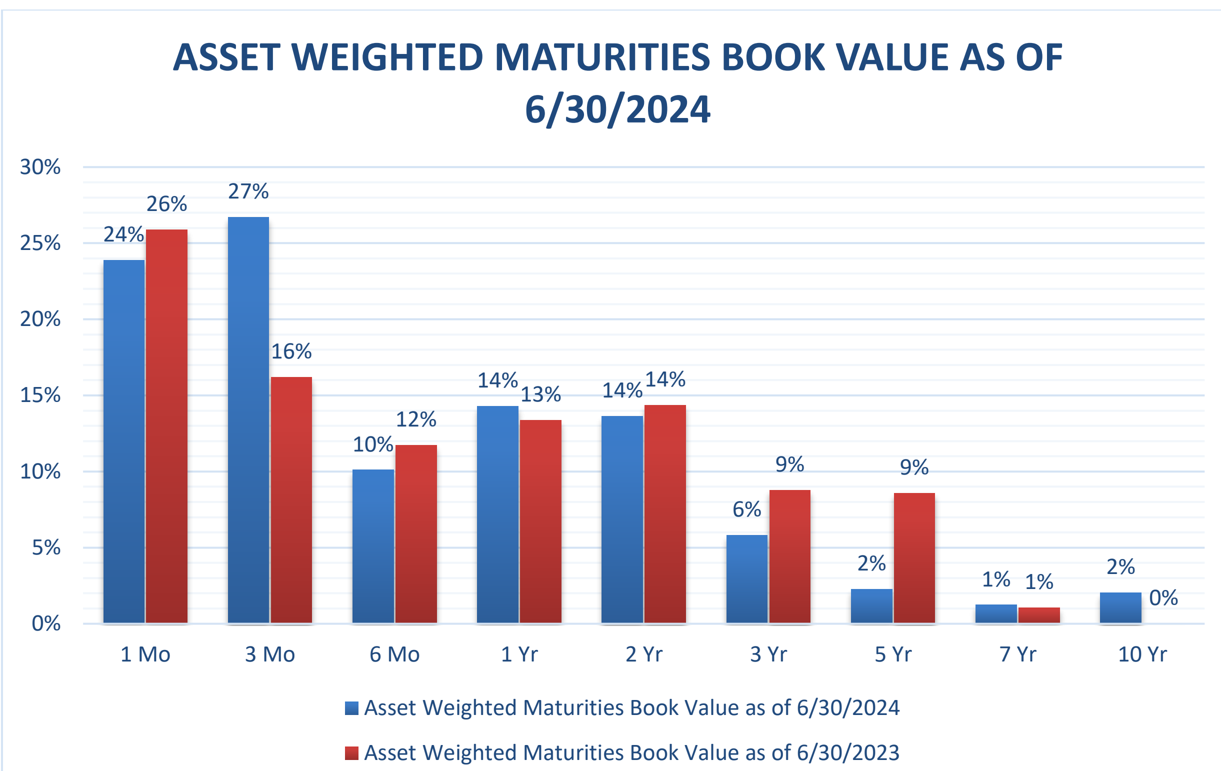
As of June 30, 2024, the yield on the in-house portion of the General Portfolio was 5.002%. A three-month rolling average of this benchmark for this period was 5.288% with the average days to maturity at 218 days. The average days to maturity for the portfolio was 569 days.

The chart below shows the internally managed portfolio performance against the custom benchmark for the past nine quarters.





Below is a graphical representation of the asset weighted maturities in the General Portfolio as of June 30, 2024, versus one-year prior.



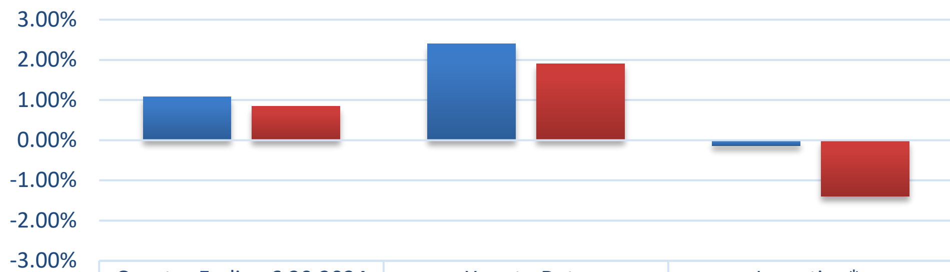
Outside Manager Performance

The annualized performance since inception for period ending June 30, 2024, for Buckhead Capital Management (BCM) is -0.13%* and for Western Asset Management (WAM) is -0.66%*. BCM has been contracted to provide investment management services for securitized assets in the State General Portfolio. BCM has been assigned the Bloomberg Barclays CMBS AAA Index benchmark. WAM has been contracted to provide investment management services for corporate assets in the State General Portfolio. WAM has been assigned the ICE BofA 3-5 Year AA US Corporate & Yankee Index benchmark. *BCM inception date was October 2020 and WAM was November 2020. No new funding occurred in these two accounts during the previous quarter.

General Portfolio Outside Managers' Performance as of 6/30/2024

Buckhead Capital Management (BCM) began managing $150 million in September 2020, $130 million was distributed in June 2021, $220 million distributed in September 2021, $200 million in December 2021 and $240 million was distributed in March 2022, for a total of $940 million in total distributions.

BCM MANAGER PERFORMANCE (NET OF FEES)



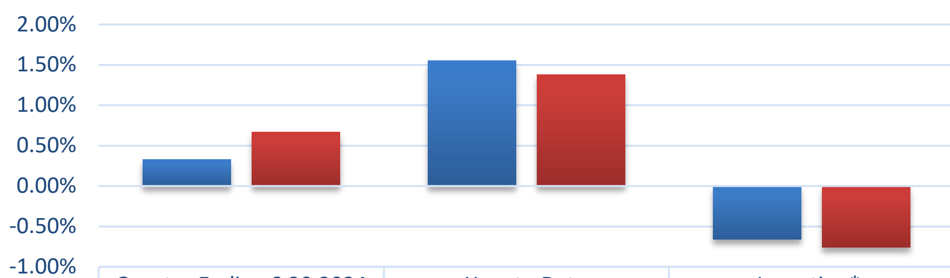
	Quarter Ending 6.30.2024	Year to Date	Inception*
BCM	1.08%	2.40%	-0.13%
Benchmark 1	0.84%	1.91%	-1.39%

*1. Benchmark used for the BCM mandate is the Bloomberg Barclays CMBS AAA Index and inception date is October 2020.

General Portfolio Outside Managers' Performance as of 6/30/2024

Western Asset Management (WAM) began managing $80 million in General Portfolio Assets on November 16, 2020, $70 million was distributed in June 2021, $200 million was distributed in September 2021, and $400 million was distributed in March 2022. In May 2022, $10 million was pulled back, while in March 2023 another $10 million was distributed for a total of $750 million in assets distributed.

WAM MANAGER PERFORMANCE (NET OF FEES)



	Quarter Ending 6.30.2024	Year to Date	Inception*
WAM	0.33%	1.55%	-0.66%
Benchmark 2	0.67%	1.38%	-0.76%

*2. Benchmark used for the WAM mandate is the ICE BofA 3 – 5 Year AA US Corporate & Yankee Index and the inception date is November 2020.

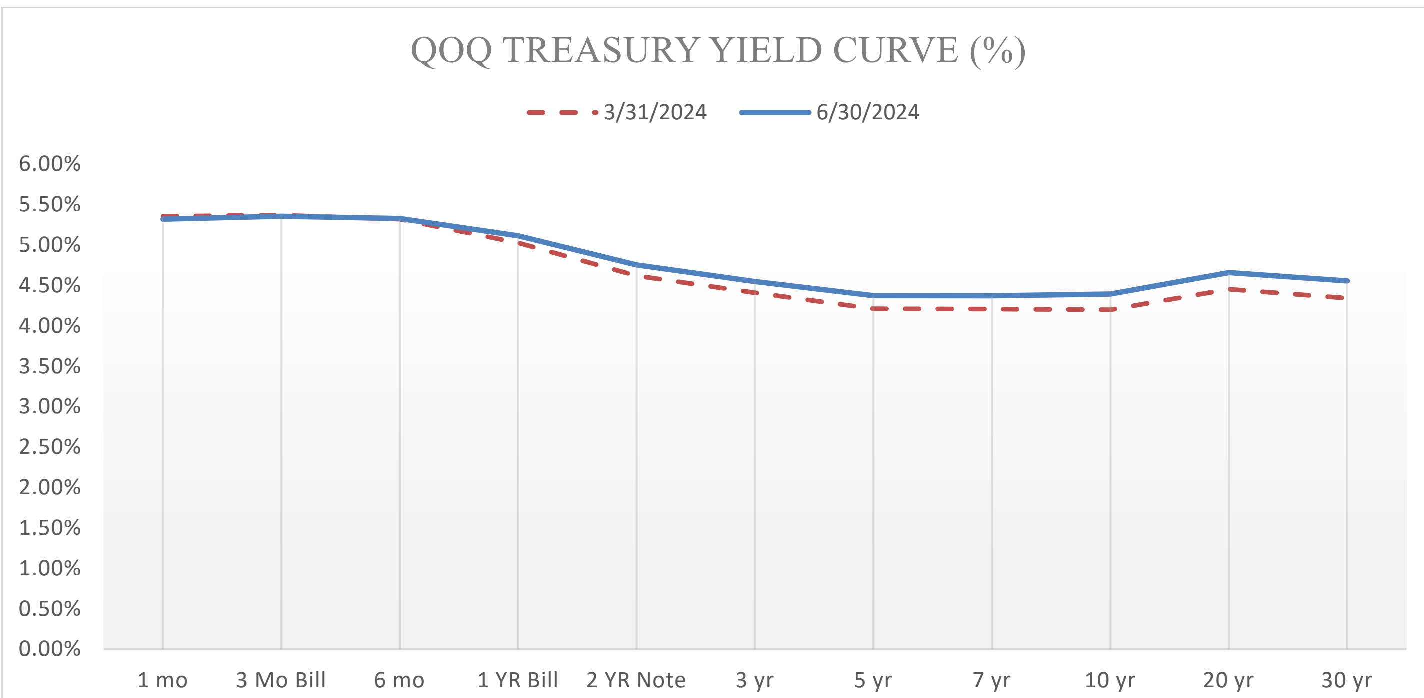
GENERAL PORTFOLIO
Amortized Book Value
June 30, 2024

	Treasurer In-House	Buckhead Capital Management	Western Asset Management	Total Portfolio

TIME CERTIFICATES OF DEPOSIT	$-	$-	$-	$-
NEGOTIABLE CD'S	475,000,000	-	-	475,000,000
MONEY MARKET FUNDS	303,348,886	5,141,735	27,685,446	336,176,067
ASSET-BACKED SECURITIES	-	72,619,908	-	72,619,908
MORTGAGE-BACKED SECURITIES	-	-	-	-
CORPORATE NOTES	727,631,436	-	697,735,266	1,425,366,701
COMMERCIAL PAPER	968,347,688	-	-	968,347,688
MUNICIPAL BONDS	-	-	-	-
U.S. TREASURY NOTES	1,425,439,650	-	36,406,191	1,461,845,840
U.S. TREASURY BILLS	655,024,906	-	-	655,024,906
U.S. AGENCIES	2,026,588,704	264,156,869	-	2,290,745,573
U.S. GOVT GUARANTEED DEBT	-	-	-	-
SUPRANATIONALS	201,467,643	-	5,793,499	201,467,643
CMO'S	93,627	630,882,347	-	630,975,974
FOREIGN NOTES	20,000,000	-	-	25,793,499
REPURCHASE AGREEMENTS	800,000,000	-	-	800,000,000
TOTAL	**$7,602,942,539**	**$972,800,859**	**$767,620,401**	**$9,343,363,799**

Fixed Income Market Highlights as of June 30, 2024

- U.S. 10- year Treasury yields increased by 20 basis points during the fourth quarter of Fiscal Year 2024 and closed the quarter at 4.40%. Over the same period, 1 month T-Bill rates fell 5 basis points from 5.36% to 5.32%.
- The Fed continued to hold rates steady over the quarter, as the last Fed Fund rates increase occurred in July. The Fed Funds Rate closed the June 2024 quarter in the range of 5.25% to 5.50%.



General Portfolio Investment Guidelines

The permissible investments of the General Portfolio include United States Treasury and Agency securities, repurchase agreements, high quality corporate notes and commercial paper, negotiable certificates of deposit, foreign notes, international development notes, asset-backed securities, municipal bonds and banker's acceptances. These securities are diversified to prevent over-concentration in a specific maturity, a specific issuer, or a specific class of securities. The targeted duration of the portfolio is one and a half years, with no security extending longer than ten years.

The State Treasurer maintains a conservative, moderately active investment strategy. Cash flow forecasts are prepared to identify operating cash requirements that can be reasonably anticipated. In order to maintain sufficient liquidity, a portion of the portfolio is structured so that securities mature concurrently with cash needs in the short and medium term. Monies deemed to have a longer investment horizon, are invested to take advantage of longer-term market opportunities.

Local Government Investment Pool (LGIP)

The State of Nevada Local Government Investment Pool (LGIP) was established as an alternative investment program to be utilized by local governments for their public funds. This program's operation is the responsibility of the State Treasurer who, by the provisions of state statute, has adopted guidelines for the prudent investment of these pooled funds. Any local government, as defined by NRS 354.474, may deposit its public monies into this fund for purposes of investment. As of June 30, 2024, there were 105 members of the LGIP, which includes cities, counties, school districts, and various special districts.

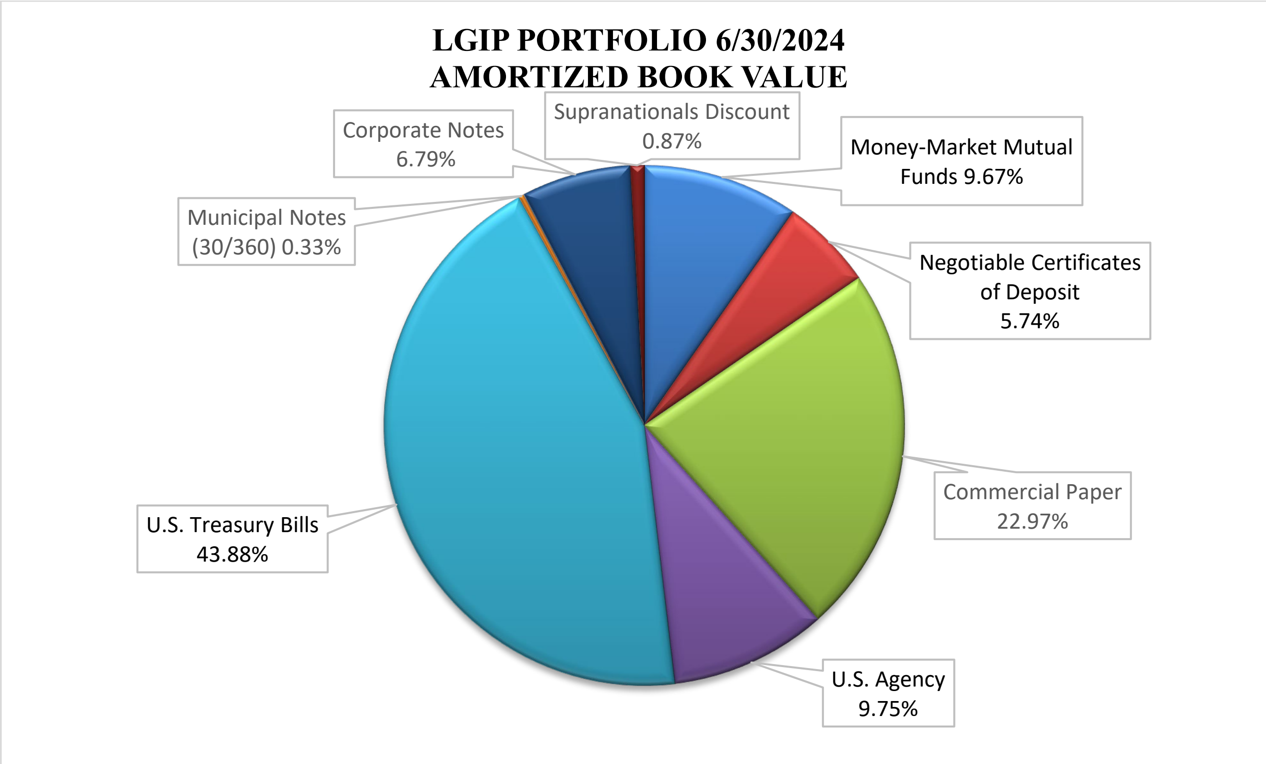
The LGIP's foremost investment objectives include safety of principal, portfolio liquidity, and market return, which are consistent with a conservative, short duration portfolio. Local Government Investment Pool (LGIP).

The permissible investments of the LGIP include United States Treasury and Agency securities, repurchase agreements, high quality commercial paper, negotiable certificates of deposit, foreign notes, international development notes, municipal bonds and banker's acceptances. These securities are diversified to prevent over-concentration in a specific maturity, a specific issuer, or a specific class of securities. The average maturity of the portfolio must not exceed 150 days, and no single security may be longer than two years. The State Treasurer maintains a conservative investment strategy, which incorporates the matching of maturing securities to the cash needs of the participants. Approximately 10.8% of the fund matures daily, ensuring sufficient liquidity to meet both anticipated and unanticipated withdrawals.

Additionally, approximately 81.9% of the fund matures within 90 days, compared to the policy requirement of 50%. This requirement minimizes the risk that the market value of portfolio holdings will fall significantly due to adverse changes in general interest rates. As of June 30, 2024, the total assets under management (AUM) were $2.265 billion. The yield to maturity as of June 30, 2024, was 5.44% which is 10 basis points above the benchmark yield of 5.34%.

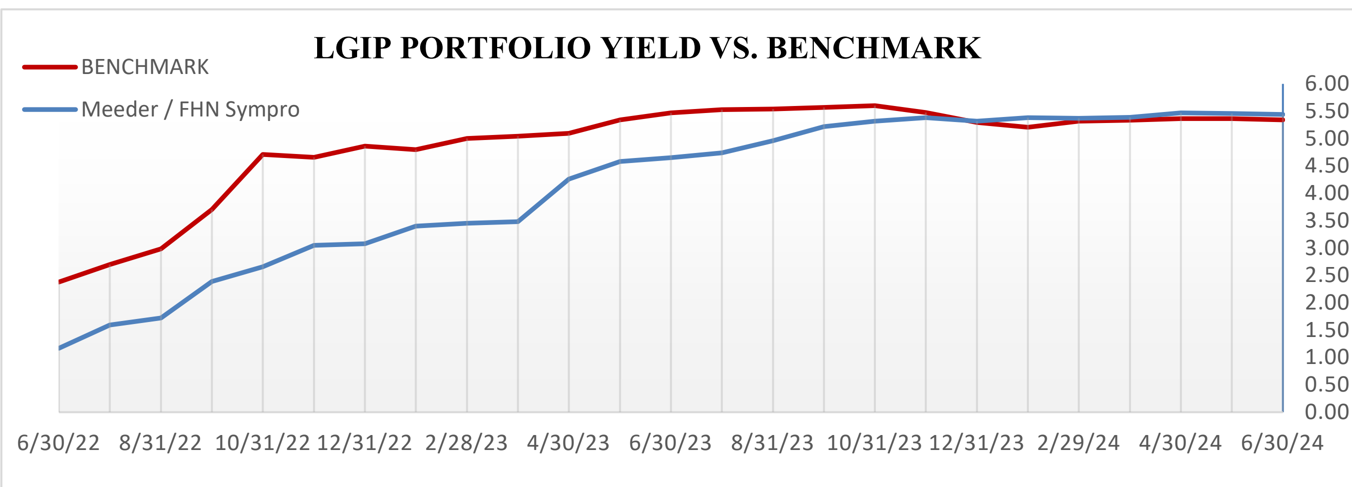
LGIP Earning Statistics			
	Prior Quarter End	Current Quarter End	FYTD
(in $ Millions)	3/31/2024	6/30/2024	
Average Daily Balance	2,158	2,313.4	1,980.7
Net Interest	9.89	10.26	104
Earned Income Return	5.4%	5.39%	5.24%

LGIP Fund Statistics	Holdings on 3/31/2024		Holdings on 6/30/2024	
Investment Type (in $ Millions)	% of Portfolio	Book Value	% of Portfolio	Book Value
U.S. TREASURIES	39.7%	871.9	43.88%	994.1
U.S. AGENCIES	5.5%	121.6	9.75%	220.8
CORPORATE NOTES	8.4%	184.7	6.79%	153.8
COMMERCIAL PAPER	24.5%	538.1	22.97%	520.5
NEGOTIABLE CD'S	13%	285	5.74%	130
MONEY MARKET FUNDS	8.4%	185.2	9.67%	219.1
MUNICIPAL NOTES	0.3%	7.5	0.33%	7.5
SUPRANATIONAL DISC			0.87%	19.8
	100.00%	**2,194**	**100.00%**	**2,266**



Performance

Meeder / FHN began managing the LGIP portfolio in July 2015. As of June 30, 2024, the LGIP's portfolio book yield was 5.44%, and the blended benchmark was 5.34%. The average days to maturity of the LGIP portfolio was 81 days.



* Benchmark is 3-month rolling weighted average of 55% Dealer Commercial Paper 150-Day Index, 30% Agency Note 180 Day Index, and 15% Dreyfus Institutional Preferred Government Money Markey Fund.
**Benchmark was updated July 2020. This graph represents that change.

Administration

The State Treasurer has adopted an Investment Policy relating specifically to the LGIP. The State Board of Finance shall review and approve or disapprove the policies established by the State Treasurer for investment of money of the LGIP at least every four months. The State Treasurer hereby confirms all LGIP investments are in compliance with the Terror-Free Investment Policy and the Divestiture Policy. The State Treasurer may contract with an independent auditor to review LGIP transactions for accuracy and fairness in reporting.

Zach Conine
State Treasurer

STATE OF NEVADA
OFFICE OF THE STATE TREASURER

TO:	Board of Finance (BoF) Members
FROM:	Steven Hale, Deputy Treasurer Investments
SUBJECT:	12_19_2024 BoF Agenda Item #11 - Discussion and possible action on Carson City Treasurer's request for approval of Meeder Public Funds as an approved investment advisor pursuant to NRS 355.171, subsection 3.
DATE:	December 6, 2024

Agenda Item #11

For possible action - Discussion and possible action on Carson City Treasurer's request for approval of Meeder Public Funds as an approved investment advisor pursuant to NRS 355.171, subsection 3.

Please find attached the written request from the Carson City Treasurer.

Recommendation:

I respectfully request consideration and approval of this request.

November 6, 2024

Lori Hoover, Chief Deputy Treasurer
Nevada State Treasurer's Office
101 N. Carson Street
Carson City, Nevada 89701
Sent via email: l.hoover@nevadatreasurer.gov

Re: Approval of Meeder Public Funds by State Board of Finance pursuant to NRS 355.171(3)(a)(1).

Dear Ms. Hoover,

Carson City’s current investment policy allows us to invest in the additional authorized investments outlined in Nevada Revised Statute (NRS) 355.171. However, because Carson City has a population of less than 100,000, these purchases must be effected by an investment advisor that is registered with the Securities and Exchange Commission (SEC) and approved by the State Board of Finance (NRS 355.171(3)(a)(1)).

Please accept this letter as a request to include on the agenda of the next available State Board of Finance meeting the approval of Meeder Public Funds, Inc. to purchase the securities outlined in NRS 355.171 on behalf of Carson City.

Meeder Public Funds, Inc. is an SEC-registered investment advisor that has been working with public entities for over 30 years. The firm focuses exclusively on providing investment advisory and related services to states, counties, cities, school districts and other public entities. Meeder Public Funds, Inc.’s most recent SEC filing discloses that it has $54.5 billion in assets under management as of December 31, 2023. I am advised by the firm that it has an additional $100.6 billion in assets under advisement as of that same date.

The firm's contact information is:

Rick Phillips, SVP Chief Investment Strategist
Meeder Public Funds, Inc.
10655 Park Run Drive, Suite 120
Las Vegas, NV 89144
1.866.633.3371
meederinvestment.com

Please let me know if you have any questions or require additional information from me. Thank you for your consideration of this request.

Sincerely,

Sincerely,

Andrew Rasor, Treasurer
Consolidated Municipality of Carson City, Nevada

OFFICE OF THE TREASURER
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