

Clark County Stadium Authority Board

CLARK COUNTY, NEVADA

STEVE HILL
Chairman
LAWRENCE EPSTEIN
Vice Chair
KEN EVANS
LAURA FITZPATRICK
Ex-Officio
DALLAS HAUN
BILL HORNBUCKLE
JAN JONES BLACKHURST
MIKE NEWCOMB
J. TITO TIBERTI
TOMMY WHITE

**DRAFT - ON AGENDA FOR APPROVAL
AT THE 5/11/17 STADIUM AUTHORITY BOARD MEETING**

COMMISSION CHAMBERS
GOVERNMENT CENTER
LAS VEGAS, CLARK COUNTY, NEVADA
THURSDAY, APRIL 20, 2017

The Las Vegas Stadium Authority Board met in regular session in full conformity with law and bylaws of said Board at the regular place of meeting in the Commission Chambers, Government Center, Las Vegas, Clark County, Nevada on Thursday, the 20th day of April, 2017 at the hour of 1:00 p.m. The meeting was called to order at the hour of 1:05 p.m. by Chairman Hill and on roll call, the following members were present, constituting a quorum of the members thereof:

Chairman and Members:

Steve Hill
Lawrence Epstein
Ken Evans
Laura Fitzpatrick (Ex-Officio Member)
Dallas Haun
Bill Hornbuckle
Jan Jones Blackhurst
Mike Newcomb
Tommy White

Absent:

J. Tito Tiberti

Also present:

Mary-Anne Miller, Deputy District Attorney
Lynn Marie Goya, County Clerk
Beth Koch, Deputy Clerk
Cyndi Baroni, Deputy Clerk

ITEM NO. 1 Call to Order, Roll Call and Establish Quorum

DISCUSSION: At this time, Chairman Hill called the roll and confirmed that a quorum was present.

Chairman Hill closed Agenda Item No. 1.

ITEM NO. 2 Public Comment

At this time, Chairman Hill asked if there were any persons present in the audience wishing to be heard on any items on the agenda as posted.

SPEAKER(S): Present

Brian Harris, owner of The Black Book, commented on the need for work opportunities for African Americans.

There being no other persons present in the audience wishing to be heard on any items listed on the agenda as posted, Chairman Hill closed the public comments.

ITEM NO. 3 Chairman/Committee Comments

DISCUSSION: Chairman Hill commented on the draft lease and a spreadsheet listing the necessary documents for completing the project, which consists of approximately 13 agreements, with 9 of the documents having Stadium Authority Board signatory; stated the documents are in draft form and will take several months to finalize; the process will culminate in a series of signatures as some documents are inter-related and contingent upon completion of other documents.

Chairman Hill then commented on SNTIC requirements prior to entering into any of the above mentioned agreements; advised that the lease is a draft with recommendations and input from the previous meeting and will be discussed today for recommendations or changes.

Chairman Hill closed Agenda Item No. 3.

ITEM NO. 4 Approval of Minutes of the Las Vegas Stadium Authority Board Meeting on February 9, 2017 (For possible action)

FINAL ACTION: It was moved by Member Jan Jones Blackhurst, seconded by Member Bill Hornbuckle, and carried by unanimous vote of the members present that the minutes of the Regular Meeting held on February 9, 2017 be approved.

Chairman Hill closed Agenda Item No. 4.

ITEM NO. 5 Approval of Minutes of the Las Vegas Stadium Authority Board Meeting on March 9, 2017 (For possible action)

FINAL ACTION: It was moved by Member Jan Jones Blackhurst, seconded by Member Bill Hornbuckle, and carried by unanimous vote of the members present that the minutes of the Regular Meeting held on March 9, 2017 be approved.

Chairman Hill closed Agenda Item No. 5.

ITEM NO. 6 Approval of Agenda with the Inclusion of Any Emergency Items and Deletion of Any Items (For possible action)

FINAL ACTION: It was moved by Member Jan Jones Blackhurst, seconded by Member Steve Hill, and carried by unanimous vote of the members present that the agenda be approved.

Chairman Hill closed Agenda Item No. 6.

ITEM NO. 7 Receive a Progress Report from Staff on Administrative Items Relating to the Formation and Operation of the Las Vegas Stadium Authority

DISCUSSION: The Board received a report from a representative of Applied Analysis on the matter, including the tentative budget for fiscal year 2018 which is anticipated to be approved on May 22, 2017; commented on a letter to the Department of Taxation; the Table of Contents; Schedule S-1; revenues and expenditures; expectations for the room tax; the creation of a capital fund; and Schedule B, Fund 2960 Stadium Authority.

Upon questioning, the Board was advised by County Management Staff that the budget is prepared on the modified accrual basis which means only revenues or receivable would be recognized that are collected within 90 days and the room tax would be full accrual.

The representative from Applied Analysis then commented on the website, FAQ's, vendor registration, interfacing with the public and media, and Board member e-mail addresses.

Chairman Hill closed Agenda Item No. 7.

ITEM NO. 8 Receive a Status Report on the NFL Stadium Project

A representative of the Raiders acknowledged the Adelson family, the Sands, the Governor, the SNTIC Committee, the County and Commissioner Sisolak, the Stadium Authority Board, and legislators; stated that approval was granted on March 27, 2017; there are documents that need to be finalized including a lease, and a development agreement; commented on consultants and professionals; further stated the preferred site is at Russell Road; there is a deposit campaign for PSL (personal seat license) holders which has received a good response; and then commented on the NFL schedule and the Raiders draft which will be held at the "Welcome to Las Vegas" sign.

Chairman Hill thanked the Raiders staff and closed Agenda Item No. 8.

- ITEM NO. 9 Consider and possibly approve, adopt and authorize the Chairman to sign a resolution creating a Capital Project Fund. (For possible action)

DISCUSSION: A representative from Applied Analysis described the item as a resolution that creates a Capital Project Fund 4960 into which room tax dollars will be transferred, allowing for accountability of the public's contribution to the stadium project.

FINAL ACTION: It was moved by Member Tommy White, seconded by Member Jan Jones Blackhurst, and carried by unanimous vote of the members present that the recommendation be approved.

Chairman Hill closed Agenda Item No. 9.

- ITEM NO. 10 Receive a Report from Staff on the Process for Collecting Deposits and Selling Personal Seat Licenses at the NFL Stadium Project.

DISCUSSION: The Board received a report from a representative of Applied Analysis on the matter, including premarketing efforts and taking reservations for PSL's; and commented on a letter submitted to the Stadium Authority Board concerning the process and appropriate indemnification for the Board.

Chairman Hill closed Agenda Item No. 10.

- ITEM NO. 11 Receive a Report from Staff on the Creation a Las Vegas Stadium Project Interested Vendor List

DISCUSSION: The Board received a report from a representative of Applied Analysis on the matter who advised of the website (www.lvstadiumauthority.com/vendors) for vendors to fill out a registration form which will be forwarded on the appropriate parties; stated that if accepted by the Board, the form can be made available for public use.

Member Evans expressed appreciation to Applied Analysis and staff; and commented on the necessity to use the mechanism, if approved.

FINAL ACTION: Chairman Hill commented on the vendor registration form and the opportunities for the community and the Raiders; and gave direction to proceed with removing the firewall to allow public use of the form.

Chairman Hill closed Agenda Item No. 11.

ITEM NO. 12

Receive a Progress Report from Staff on Senate Bill (1), Section 29 Findings and Documents Required for Approval of the Las Vegas Stadium Project*

DISCUSSION: Chairman Hill advised that some areas of the draft document show as pending because portions of the lease have not yet been finalized; and that the rent has always been, and is currently at \$0.

A representative from Applied Analysis provided an overview of the Las Vegas Stadium Authority Deal Structure, Preliminary Concept Outline which includes documents required in Senate Bill 1 and Section 29(1) Findings; commented on the Lease Agreement and Sub-agreements; Stadium Development Agreement; Clark County Development Agreement; Project Financing Agreement; Land Transfer Agreement; and Stadium Transfer Agreement; and advised of the Preservation of the Asset; Maximization of the Asset; and a home field for UNLV football games.

Chairman Hill stated that a representative from Clark County will be asked to attend the next meeting to explain the High Impact Process.

A representative of Andrews Kurth Kenyon, LLP provided an overview of the draft lease agreement consisting of 19 articles; explained that Stadco is currently structured as an affiliate of the Raiders; advised of the articles which include Definitions and Reference Information, Premises and Term, Development Agreement; Preparation of Premises; No Rent; Treatment of

Financing Contribution; Entitlement to Revenue; Insurance; Certain Use Provisions; University Sublease; Authority Right of Entry; Management and Budget; Expenses; Capital Matters; Leasehold Improvements; Additional Work; Liens; Representations and Warranties; Limitation of Liabilities; Indemnification; Possession of Title to Real Property; Eminent Domain; Damage or Destruction; Force Majeure; Special Covenants; General Provisions; Termination; Default; Surrender of Possession; Holding Over; Assignments; Mortgages; Authority Licensing; Miscellaneous Provisions; and Exhibits.

Discussion was held during the presentation regarding renewal rights which are generally in five or ten year increments; financing contribution and accounting; a three year review of insurance policies; the community benefits plan and how the Board is created; five possible entities that could be represented on the committee; designs and expectations for a standard facility; capital funding and utilization of excess funds; audit and performance measurement; confidentiality; representations and warranties concerning the design of the building; leasehold mortgage and approval rights of the Board; and the status of the lease negotiation concerning preservation of the asset, maximization, and a home field for UNLV.

Upon questioning, the representative from Applied Analysis advised of the amount of pro forma events during the analysis and stress testing.

Member Hornbuckle expressed concern regarding the opening date of 2020; commented on prioritizing; and inquired about an estimated completion date for all of the documents that need to be finalized. A representative of Andrews Kurth Kenyon, LLP advised that finalizing the documents could take three to five months, with consideration given to the County and the Raiders' financing; and stated the lease is down to big issues and that five to six months is preferable.

Chairman Hill advised of a draft schedule created by Applied Analysis; and stated the schedule should be presented at the next meeting.

Chairman Hill thanked everyone involved in the process and closed Agenda Item No. 12.

ITEM NO. 13 Public Comment

At this time, Chairman Hill asked if there were any persons present in the audience wishing to be heard on any items not

listed on the posted agenda.

Tony Gillison, President of the National Association of Minority Contractors spoke regarding opportunities for members.

Melvin Green spoke on behalf of Melvin Green Architect, LTD concerning experience, projects completed, and corporate sponsors.

Craig Knight, General Manager of KCEP radio addressed the Board concerning marketing and advertising for the stadium, press passes, outreach programs, and the Superbowl LV (55) being held in Las Vegas.

Mark Jenkins spoke on behalf of Life's Lemons Lemonade regarding the vendor application, preservation and maximization efficiency for the stadium, and making the stadium environmentally sustainable.

Andre' Smith spoke regarding CRI Training which is a counterterrorism school, the stadium being a target, and provided brochures.

Ken Sullivan thanked the Raiders, the NFL, and other parties involved, and mentioned language in the lease regarding terms; and commented on entertainment venues, dining, shopping, and insurance thresholds.

Dan O'Shea of the Nevada Contractors Association spoke regarding the quickness and smoothness of the project.

ITEM NO. 14 Adjournment (For possible action)

FINAL ACTION: It was moved by Member Mike Newcomb, seconded by Thomas White, and carried by unanimous vote that the meeting be adjourned.

The meeting was adjourned at the hour of 3:00 p.m.