

**FINDING OF THE BOARD OF DIRECTORS OF THE
CLARK COUNTY STADIUM AUTHORITY**

WHEREAS, Senate Bill 1, known as the Southern Nevada Tourism Improvements Act (the “Act”), was approved by the 30th Special Session (2016) of the Nevada Legislature, and signed by the Governor on October 17, 2016 (the “Effective Date”);

WHEREAS, the Act authorizes the acquisition, financing, construction, lease, improvement, equipping, operation and maintenance of a National Football League stadium in Clark County, Nevada;

WHEREAS, ~~section~~[Section](#) 21 of the Act authorizes the creation of the Stadium Authority (as defined in Section 16 of the Act) as a public body to carry out the provisions of the Act governing the National Football League Stadium Project (as defined in Section 12 of the Act);

WHEREAS, the Board of Directors (as defined in Section 5 of the Act) of the Stadium Authority was appointed pursuant to ~~subsection~~[Subsection](#) 1 of ~~section~~[Section](#) 22 of the Act;

WHEREAS, pursuant to ~~section~~[Section](#) 29 of the Act, the Stadium Authority shall negotiate and may enter into a development agreement and a lease agreement that comply with ~~subsections~~[Subsections](#) 2 and 3 of ~~section~~[Section](#) 29 of the Act, if the Board of Directors makes certain determinations as set forth in ~~subsections~~[Subsections](#) 1(a) to 1(d), inclusive, of ~~section~~[Section](#) 29 of the Act within 12 months after the Effective Date or, if the Board of Directors determines that an extension of this period is necessary, within 18 months after the Effective Date;

WHEREAS, in support of the finding required by ~~subsection~~[Subsection](#) 1(c)(4) of ~~section~~[Section](#) 29 of the Act, namely, that the Developer Partner~~s~~ (as defined in Section 11 of the Act) ~~has~~[have](#) provided to the Board of Directors adequate financial security for the performance of the financial obligations of the Developer Partner~~s~~ for the development and construction of the National Football League Stadium Project, the Board of Directors has been provided with and reviewed ~~that certain [Project Financing Agreement by and among~~[written evidence satisfactory to the Board of Directors that certain debt financing has been made to or for](#)

the benefit of the Developer Partner, including the loan related to the sale of personal seat licenses, stadium builder's licenses or similar instruments for any and all seats in the National Football League Team (as defined in Section 13 of the Act), the Developer Partner[s], Bank of America, N.A. and Clark County, Nevada], the form of Stadium Project, which is attached hereto as Exhibit A, and _____written evidence satisfactory to the Board of Directors that the National Football League has approved the Developer Partner for financing through the G-4 loan program of the National Football League, which is attached hereto as Exhibit B; and

WHEREAS, based on its review of the documents and other information and matters set forth above and supported by the ~~exhibit[s]~~exhibits attached hereto, in the performance of its duties under the Act, the Board of Directors is prepared to make the determination required by ~~subsection~~Subsection 1(c)(4) of ~~section~~Section 29 of the Act.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE STADIUM AUTHORITY HEREBY FINDS, DETERMINES AND DECLARES THAT:

The Developer Partner~~[s]~~ ~~has~~have provided to the Board of Directors adequate financial security for the performance of the financial obligations of the Developer Partner~~[s]~~ for the development and construction of the National Football League Stadium Project as required by ~~section~~Subsection 1(c)(4) of ~~section~~Section 29 of the Act.

PASSED, ADOPTED AND APPROVED this ___ day of _____, ~~2017~~2018.

**BOARD OF DIRECTORS OF THE
CLARK COUNTY STADIUM AUTHORITY**

STEVE HILL, Chairman

ATTEST:

LYNN MARIE GOYA, Clark County Clerk

~~This is a preliminary draft document. It is intended for discussion purposes only.~~

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EXHIBIT A

[Bank of America, N.A. Certificate Evidencing Debt Financing]

[See Attached]

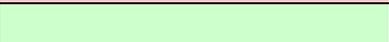
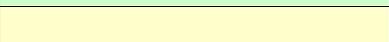
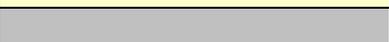
EXHIBIT B

[Letter From NFL Approving Financing Through G-4 Loan Program]

[See Attached]

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