

**FINDINGS 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 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 1 of Section 22 of the Act;

WHEREAS, pursuant to Subsection 1 of Section 36 of the Act, the Board of Directors shall request that the Board of County Commissioners (as defined in Section 4 of the Act) issue general obligations of the County (as defined in Section 10 of the Act) pursuant to Subsection 2 of Section 36 of the Act if the Board of Directors makes certain determinations as set forth in Subsections 1(a) to 1(g), inclusive, of Section 36 of the Act;

WHEREAS, in support of the finding required by Subsection 1(a) of Section 36 of the Act, namely, that the Stadium Authority has entered into a development agreement and a lease agreement pursuant to Subsections 2 and 3 of Section 29 of the Act, the Board of Directors has been provided with executed copies of such development agreement and lease agreement, which are attached hereto as Exhibit A and Exhibit B, respectively;

WHEREAS, in support of the finding required by Subsection 1(b) of Section 36 of the Act, namely, that the proceeds of the tax imposed pursuant to Subsection 1 of Section 33 of the Act that will be pledged to the payment of the general obligations will generate sufficient revenue to meet or exceed the debt service coverage ratio of 1.5 times the anticipated annual debt service for each year of the term of the obligations, the Board of Directors has been provided with [the supporting documentation] attached hereto as Exhibit C evidencing that the proceeds of such tax will generate sufficient revenue to meet or exceed such debt service coverage ratio for each such year;

WHEREAS, in support of the finding required by Subsection 1(c) of Section 36 of the Act, namely, that the contract for the construction of the National Football League stadium project is a guaranteed maximum price contract with a contingency amount of 10% of the estimated hard costs of the National Football League stadium project or such lesser percentage as is determined to be adequate by the Board of Directors but not less than 5% of the estimated hard costs of the project, the Board of Directors has been provided with that certain guaranteed maximum price design-build agreement between the Developer Partner and Mortenson-McCarthy Las Vegas Stadium, as amended, which provides for a contingency of 7.5% of the estimated hard costs of the project, a copy of such agreement is attached hereto as Exhibit D;

WHEREAS, in support of the finding required by Subsection 1(d) of Section 36 of the Act, namely, that the prime contractor for the construction of the National Football League stadium project has provided adequate security to guarantee timely performance of the construction of the project and liquidated damages related thereto, the Board of Directors has been provided with that certain [bond][parent guaranty from [parent entity of the Design-Builder]] naming the Stadium Authority as a co-obligee, a copy of which is attached hereto as Exhibit E;

WHEREAS, in support of the finding required by Subsection 1(e) of Section 36 of the Act, namely, that a developer partner has provided a financing commitment that the Board of Directors finds is sufficient to pay the portion of the estimated cost of the National Football League stadium project that is to be paid from sources other than money derived from the proceeds of the bonds or other securities issued pursuant to Section 36 of the Act and the tax imposed pursuant to Subsection 1 of Section 33 of the Act, plus the contingency amount approved by the Board of Directors pursuant to Subsection 1(c) of Section 36, and is secured by any combination of: (1) an irrevocable deposit of cash into a stadium project construction fund held in trust by a commercial bank with trust powers which is established by a developer partner and the Stadium Authority and which cannot be used for any purpose other than payment of the cost of the project until those costs have been paid in full, (2) closed construction debt financing from a lender or lenders rated “A-“ or better by Standard and Poor’s Rating Services or “A3” or better by Moody’s Investor Services, Inc., or other equivalent as determined by the Board of Directors, which allows draws for the costs of construction of the project, interest during construction and any costs of issuance, and which draws may be subject to conditions precedent

as set forth in Subsection 1(e)(2) of Section 36 of the Act, (3) approved National Football League (the “NFL”) financing through the G-4 loan program of the NFL, or its successor program, which allows draws for the cost of construction of the project and no other purpose until those costs have been paid in full, if the lender is rated “A-“ or better by Standard and Poor’s Rating Services or “A3” or better by Moody’s Investor Services, Inc., or other equivalent as determined by the Board of Directors, and which draws may be subject to conditions precedent as set forth in Subsection 1(e)(2) of Section 36 of the Act, and (4) irrevocable letters of credit or commitments to pay the costs of construction of the project which irrevocably and unconditionally allow draws for the costs of construction of the project and no other purpose until those costs have been paid in full, which is provided by a bank with at least \$1 billion in assets that is rated “A” or better by Standard and Poor’s Rating Service or “A2” or better by Moody’s Investor Services, Inc., or their equivalent as determined by the Board of Directors, the Board of Directors has been provided with written evidence satisfactory to the Board of Directors evidencing 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 stadium project, which is attached hereto as Exhibit F, and written evidence satisfactory to the Board of Directors that the NFL has approved the developer partner for financing through the G-4 loan program of the NFL, which is attached hereto as Exhibit G;

WHEREAS, in support of the finding required by Subsection 1(f) of Section 36 of the Act, namely, that a developer partner has any development agreements required by state or local governments relative to providing adequate offsite infrastructure improvements for the National Football League stadium project, the Board of Directors has been provided with that certain development agreement between the County and the developer partner, which is attached hereto as Exhibit H;

WHEREAS, in support of the finding required by Subsection 1(g) of Section 36 of the Act, namely, that the Stadium Authority and a developer partner have agreed on an estimate of the total cost of the National Football League stadium project, the Board of Directors has been provided with that certain project budget, which is attached hereto as Exhibit I and confirms that the Stadium Authority and the developer partner have agreed that the estimated total cost of the National Football League stadium project is \$[___]; and

WHEREAS, based on its review of the documents and other information and matters set forth above and supported by the exhibits attached hereto, in the performance of its duties under the Act, the Board of Directors is prepared to make the determinations required by Subsections 1(a) to 1(g), inclusive, of Section 36 of the Act.

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

1. The Stadium Authority has entered into a development agreement and a lease agreement pursuant to Subsections 2 and 3 of Section 29 of the Act;

2. The proceeds of the tax imposed pursuant to Subsection 1 of Section 33 of the Act that will be pledged to the payment of the general obligations will generate sufficient revenue to meet or exceed the debt service coverage ratio of 1.5 times the anticipated annual debt service for each year of the term of the obligations;

3. The contract for the construction of the National Football League stadium project is a guaranteed maximum price contract with a contingency amount of 7.5% of the estimated hard costs of the National Football League stadium project, which percentage is hereby determined to be adequate by the Board of Directors;

4. The prime contractor for the construction of the National Football League stadium project has provided adequate security to guarantee timely performance of the construction of the project and liquidated damages related thereto;

5. The developer partner has provided a financing commitment that the Board of Directors finds is sufficient to pay the portion of the estimated cost of the National Football League stadium project that is to be paid from sources other than money derived from the proceeds of the bonds or other securities issued pursuant to Section 36 of the Act and the tax imposed pursuant to Subsection 1 of Section 33 of the Act, plus the contingency amount approved by the Board of Directors pursuant to Subsection 1(c) of Section 36, and is secured by a combination of the items described in Subsections 1(e)(1) through 1(e)(4), inclusive, of Section 36 of the Act;

6. The developer partner has any development agreements required by state or local governments relative to providing adequate offsite infrastructure improvements for the National Football League stadium project;

7. The Stadium Authority and the developer partner have agreed on an estimate of the total cost of the National Football League stadium project; and

8. All of the above determinations having been made and conditions satisfied, the Board of Directors shall request that the Board of County Commissioners issue general obligations of the County pursuant to Subsection 2 of Section 36 of the Act.

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

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

STEVE HILL, Chairman

ATTEST:

LYNN MARIE GOYA, Clark County Clerk