

Las Vegas Stadium Authority Board

MEETING AGENDA

March 22, 2018

9 a.m.

Clark County Commission Chambers
500 S. Grand Central Parkway
Las Vegas, NV 89155

1. Call to Order, Roll Call and Establish Quorum
2. Public Comment
3. Approval of Agenda with the Inclusion of Any Emergency Items and Deletion of Any Items (for possible action)
4. Chairman/Board Member Comments
5. Approval of Minutes of the Las Vegas Stadium Authority Board Meeting on February 15, 2018 (for possible action)
6. Receive a Status Update from Staff on Administrative Items Relating to the Operation of the Stadium Authority
7. Receive a Status Report from The Oakland Raiders on the NFL Stadium Project
8. Receive a Presentation from The Oakland Raiders on the NFL Stadium Design, Guaranteed Maximum Price Design-Build Agreement, Guaranteed Maximum Price Amendment, and Stadium Project Budget
9. Review and Potentially Approve in Form the Finding that the National Football League has Authorized The Oakland Raiders to Relocate Within the Stadium District, as Required by Section 29.1(a) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature. (For possible action)
10. Review and Potentially Approve in Form the Finding that the Oakland Raiders have Committed to Relocate Within the Stadium District, as Required by Section 29.1(b) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature. (For possible action)
11. Review and Potentially Approve in Form the Finding that the Developer Partner has Disclosed to the Stadium Authority Board as a Matter of Public Record the Identity of the Person or Persons Who Comprise the Developer Partner, as Required by Section 29.1(c)(1) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; that the Person or Persons Selected to be a Developer Partner have an Affiliation with The Oakland Raiders, as Required by Section 29.1(c)(2) of Senate Bill 1 of the 30th Special Session of

the Nevada State Legislature; and the Developer Partner has Selected a Stadium Events Company Which has Disclosed to the Stadium Authority Board the Identity of Each of its Owners and Managers, as Required by Section 29.1(d) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature. (For possible action)

12. Review and Potentially Approve in Form the Finding that the Developer Partner has Demonstrated to the Satisfaction of the Stadium Authority Board that the Developer Partner is Able to Successfully Develop and Construct the National Football League Stadium Project, as Required by Section 29.1(c)(3) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature. (For possible action)
13. Review and Potentially Approve in Form the Finding that the Developer Partner has Provided to the Stadium Authority Board Adequate Financial Security for the Performance of the Financial Obligations of a Developer Partner for the Development and Construction of the National Football League Stadium Project, as Required by Section 29.1(c)(4) of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature. (For possible action)
14. Review and Potentially Approve in Form the Stadium Lease Agreement Between the Clark County Stadium Authority and LV Stadium Events Company, LLC (For possible action)
15. Review and Potentially Approve in Form the Stadium Development Agreement Between the Clark County Stadium Authority and LV Stadium Events Company, LLC (For possible action)
16. Review and Potentially Approve in Form the Construction Funds Trust Agreement Between the Clark County Stadium Authority, LV Stadium Events Company, LLC, Jones Lang Lasalle Americas, Inc. and U.S. Bank National Association (For possible action)
17. Review and Potentially Approve in Form the Disbursing Agreement Between the Clark County Stadium Authority, LV Stadium Events Company LLC, and Fidelity National Title (For possible action)
18. Receive an Update on Stadium Land Transfer Due Diligence and Review and Potentially Approve in Form the Stadium Land Dedication Agreement Between the Clark County Stadium Authority and LV Stadium Events Company, LLC (For possible action)
19. Review and Potentially Approve in Form the Personal Seat License Marketing and Sales Agreement Between the Clark County Stadium Authority and Raiders Football Club, LLC (For possible action)
20. Review and Potentially Approve in Form the Estoppel and Recognition Agreement Between the Clark County Stadium Authority, Financing Trust I, and Bank of America, N.A. (For possible action)

21. Review and Potentially Approve in Form the Estoppel and Recognition Agreement (Subordinated) Between the Clark County Stadium Authority, Financing Trust I, and Bank of America, N.A. (For possible action)
22. Review and Potentially Approve in Form the Calculation Agency Agreement Between Financing Trust I, the Clark County Stadium Authority, and Raiders Football Club, LLC (For possible action)
23. Review and Potentially Approve in Form a Resolution by the Clark County Stadium Authority Finding that: (1) the Stadium Authority has Entered into a Development Agreement and a Lease Agreement Pursuant to Subsections 2 and 3 of Section 29 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; (2) the Proceeds of the Lodging Tax Imposed Pursuant to Subsection 1 of Section 33 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature, that Will be Pledged to the Payment of General Obligations to be Issued by Clark County 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 as Required by Subsection 1(b) of Section 36 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; (3) the Stadium Authority Has Been Provided a Guaranteed Maximum Price Design-Build Agreement between the LV Stadium Events Company, LLC and Mortenson-McCarthy Las Vegas Stadium, Which Provides for a Contingency of 7.5 percent of the Estimated Hard Costs of the Stadium Project as Required by Subsection 1(c) of Section 36 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; (4) the Prime Contractor for the Construction of the Stadium Project has provided to the Authority Adequate Security to Guarantee Timely Performance of the Construction of the Stadium Project and Liquidated Damages Related Thereto Subsection 1(d) of Section 36 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; (5) LV Stadium Events Company, LLC has Provided a Financing Commitment that the Board of Directors Finds is Sufficient to Pay the Portion of the Estimated Cost of the Stadium Project to be Paid from Sources Other Than Those Sourced to the Stadium Authority Lodging Tax Pursuant to Subsection 1(e) of Section 36 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; (6) LV Stadium Events Company, LLC has Entered Into All Necessary Development Agreements Required by State or Local Governments Relative to Provide Adequate Offsite Infrastructure Improvements for the Stadium Project; and (7) that Stadium Authority and LV Stadium Events Company, LLC have Agreed on an Estimate of the Total Cost of the Stadium Project Pursuant to Subsection 1(g) of Section 36 of Senate Bill 1 of the 30th Special Session of the Nevada State Legislature; and, Having Made Such Findings Requesting that the Clark County Board of County Commissioners Issue General Obligation Bonds of the County Pursuant to Subsection 2 of Section 36 Senate Bill 1 of the 30th Special Session of the Nevada State Legislature (For possible action)
24. Review and Discussion of the Assignment and Assumption of Leases between the Clark County Stadium Authority and LV Stadium Events Company, LLC
25. Review and Discussion of the Construction Monitor Use and Reliance Agreement between Jones Lang LaSalle Americas, Inc., the Clark County Stadium Authority, and LV Stadium

Events Company, LLC

26. Review and Discussion of the Estoppel and Recognition Agreement for the G-4 Leasehold Deed of Trust Entered into by the Clark County Stadium Authority for the Benefit of NFL Ventures, L.P.
27. Review and Discussion of the Memorandum of Stadium Lease Agreement between the Clark County Stadium Authority and LV Stadium Events Company, LLC
28. Review and Discussion of the Memorandum of Team Use Agreement between the Clark County Stadium Authority and LV Stadium Events Company, LLC
29. Review and Discussion of the State of Nevada Declaration of Value to be Executed by LV Stadium Events Company, LLC (as Grantor) and the Clark County Stadium Authority (as Grantee)
30. Public Comment
31. Adjournment (For possible action)

NOTE (1) THIS AGENDA HAS BEEN POSTED NO LATER THAN THREE WORKING DAYS PRIOR TO THE MEETING AT THE FOLLOWING LOCATIONS:

- a. GOED, 555 E. Washington Avenue, Las Vegas, NV
- b. LVGEA, 6720 Via Austi Parkway., Suite 130, Las Vegas, NV
- c. City of Las Vegas, City Hall, 495 S. Main Street, Las Vegas, NV
- d. City of North Las Vegas, City Hall, 2250 N. Las Vegas Boulevard, North Las Vegas, NV
- e. Clark County Government Center, 500 S. Grand Central Parkway, Las Vegas, NV
- f. City of Boulder, City Hall, 401 California Avenue, Boulder City, NV
- g. City of Henderson, City Hall, 240 Water Street, Henderson, NV
- h. Las Vegas Stadium Authority website, www.LVStadiumAuthority.com
- i. Nevada Public Notice website <http://notice.nv.gov>

NOTE (2) Persons with disabilities who require special accommodations or assistance at the meeting should notify Melanie Framo of Applied Analysis at 702-215-2000 or mframo@appliedanalysis.com on or before the close of business two business days prior to the meeting date.

NOTE (3) The Board reserves the right to take items in a different order, combine items for consideration and/or pull or remove items from the agenda at any time to accomplish business in the most efficient manner.

NOTE (4) All comments will be limited to two minutes and thirty seconds per speaker. Comment based on viewpoint may not be restricted. No action may be taken upon a matter raised under the public comment period unless the matter itself has been specifically included on an agenda as an action item. Prior to the commencement and conclusion of a contested case or quasi-judicial

proceeding that may affect the due process of individuals, the Committee may refuse to consider public comment. See NRS 233b.126.

NOTE (5) For supporting material please contact Melanie Framo, Applied Analysis, 702-215-2000, mframo@appliedanalysis.com or visit www.LVStadiumAuthority.com.