

**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)(2) of ~~section~~Section 29 of the Act, namely, that the Developer Partner~~s~~ (as defined in Section 11 of the Act) ~~[has][have]~~ provided documentation satisfactory to the Board of Directors that the Developer Partner~~s~~ have has an affiliation with the National Football League Team (as defined in Section 13 of the Act), the Board of Directors has been provided with and reviewed ~~that certain [_____ agreement] between the Developer Partner[s] and~~The Oakland Raiders, A California Limited Partnership Certificate, which is attached hereto as Exhibit A and includes the

Developer Partner's organizational documents and charts, a summary of a contemplated restructuring transaction involving the Developer Partner, and a description of the Developer Partner's affiliation with the National Football League Team, ~~which is attached hereto as Exhibit A;~~ 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)(2) 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 documentation satisfactory to the Board of Directors that the Developer Partner~~[s]~~ ~~has~~have an affiliation with the National Football League Team as required by ~~section~~Subsection 1(c)(2) 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

EXHIBIT A

The Oakland Raiders, A California Limited Partnership Certificate

[See Attached]

THE OAKLAND RAIDERS, A CALIFORNIA LIMITED PARTNERSHIP
CERTIFICATE

Dated: [_____], 2018

The undersigned, Marc Badain, the duly appointed and acting President of The Oakland Raiders, a California Limited Partnership (“**Raiders LP**”), does hereby certify to the Clark County Stadium Authority, a corporate and politic body and political subdivision of Clark County Nevada (the “**Authority**”), as follows:

1. As of the date hereof, Raiders LP is the sole member of LV Stadium Events Company, LLC, a Nevada limited liability company (“**StadCo**”), and Raiders LP owns a professional football franchise that is a member of the National Football League (the “**Team**”);

2. A true and correct copy of StadCo’s articles of organization, as amended to date, are attached as **Exhibit A** hereto;

3. As of the date hereof, StadCo is managed by its sole member, Raiders LP, except that StadCo’s independent manager has certain duties as set forth in Section 13 of StadCo’s Limited Liability Company Operating Agreement, as amended to date (the “**StadCo Operating Agreement**”), a true and correct copy of which is attached as **Exhibit B** hereto;

4. Attached to this Certificate as **Exhibit C** is a true and correct simplified organizational chart reflecting the ownership of StadCo as of the date hereof;

5. Attached to this Certificate as **Exhibit D** is a true and correct simplified organizational chart reflecting the ownership of StadCo after completion of the restructuring transaction, a description of which is attached hereto as **Exhibit E** (the “**Restructuring**”);

6. Upon completion of the Restructuring, (a) Raiders Holdings, LLC, a Nevada limited liability company (“**HoldCo**”), will be the sole member of each of Raiders Football Club, LLC, a Nevada limited liability company (“**TeamCo**”), and StadCo, (b) Raiders LP will be the sole member of HoldCo, and (c) TeamCo will own the Team and its football-related assets;

7. Upon completion of the Restructuring, StadCo will continue to be managed by its sole member, except that the independent manager will continue to have the same duties as those set forth in Section 13 of the StadCo Operating Agreement; and

8. StadCo shall serve as both the Developer Partner and the Stadium Events Company each as defined in, and for purposes of, Senate Bill 1, known as the Southern Nevada Tourism Improvements Act, approved by the 30th Special Session (2016) of the Nevada Legislature, and signed by the Governor on October 17, 2016.

The undersigned (in his capacity as an authorized officers of Raiders LP and not in his personal capacity) acknowledges and agrees that this Certificate may be relied upon, and this Certificate has been executed for the benefit of, the Authority and its successors and assigns.

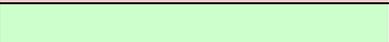
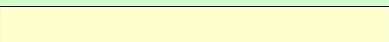
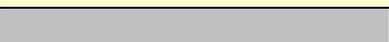
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first set forth above.

Marc Badain, President

Document comparison by Workshare 9 on Sunday, February 25, 2018 2:29:50 PM

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