

**A RESOLUTION APPROVING THE ISSUANCE BY THE PUBLIC FINANCE AUTHORITY (WISCONSIN) OF NOT TO EXCEED \$70,000,000 OF BONDS ON BEHALF OF ROSEMAN UNIVERSITY OF HEALTH SCIENCES FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED**

WHEREAS, Clark County, Nevada (the “County”) is a political subdivision of the State of Nevada and the Board of County Commissioners (the “Governing Body”) is the elected governing body of the County; and

WHEREAS, Roseman University of Health Sciences, a Nevada nonprofit corporation and 501(c)(3) organization (the “Borrower”) has represented the following to the County for this resolution:

1. Roseman University of Health Sciences, who operates a private university, has requested that the Public Finance Authority (Wisconsin) (the “Authority”) issue its Revenue and Revenue Refunding Bonds (Roseman University of Health Sciences Project), in one or more series or issuances, from time to time pursuant to a plan of finance (the “Bonds”), in a maximum aggregate stated principal amount not to exceed \$70,000,000, for the following purposes: (1) to finance the costs of the acquisition of, capital improvements to, and related capital expenditures with respect to, an approximately 16.59 acre parcel of land bordered by South Hualapai Way, Discovery Drive, Breakthrough Way and West Twain Avenue, Las Vegas, Clark County, Nevada 89135 (the “New Money Portion”), to be used as part of the Borrower’s educational facilities (2) to current refund (the “Refunding Portion”) the Public Finance Authority Revenue Bonds (Roseman University of Health Sciences Project), Series 2012 which financed the acquisition, construction, expansion, rehabilitation, remodeling, renovation and equipping of all or a portion of the educational facilities of the Borrower as follows: (a) the acquisition of, capital improvements to, and related capital expenditures with respect to, the building known as RiverPark Ten located at 10920 South River Front Parkway, South Jordan, Utah 84095, (b) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 12.0 acres of land located directly west and contiguous to 10920 South River Front Parkway, South Jordan, Utah 84095, (c) various capital improvement projects to the Borrower’s main campus buildings and campus, which campus has a main address of 11 Sunset Way, Henderson, Nevada 89014, (d) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 8.0 acres of land located directly to the east and contiguous to 11 Sunset Way, Henderson, Nevada 89014, (e) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 1.99 acres of land located at 1791 Whitney Mesa Drive, Henderson, Nevada 89014, (f) to fund a debt service reserve fund for such bonds, (g) to fund interest on such bonds, and (h) to fund the payment of certain costs of issuance with respect to such bonds; (3) to fund a debt service reserve fund for the Bonds; (4) to fund interest on the Bonds; and (5) to fund the payment of certain costs of issuance of

the Bonds (collectively, the “Project,” and the property being financed or refinanced, the “Facilities”); and

2. The Facilities financed and/or refinanced by the Bonds will be owned and principally used by the Borrower. The portion of the Bonds allocable to the New Money Portion will not exceed a maximum stated principal amount of \$33,000,000, and the portion of the Bonds allocable to the Refunding Portion will not exceed a maximum stated principal amount of \$37,000,000. All of the Facilities are, or will be, used by the Borrower’s as part of its educational facilities for educational purposes, and as part of an integrated operation; and
3. It is the expectation that all or a portion of the Bonds will be issued as “private activity bonds” and “qualified 501(c)(3) bonds” for purposes of the Internal Revenue Code of 1986 (the “Code”); and
4. Pursuant to Section 147(f) of the Code, prior to their issuance, the Bonds are required to be approved by the “applicable elected representative” of a governmental unit having jurisdiction over the entire area in which the Facilities are located, after a public hearing held following reasonable public notice; and
5. The Borrower has requested that the Governing Body approve the financing of the Project and the issuance of the Bonds in order to satisfy the public approval requirement of Section 147(f) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, the Governing Body has, following notice duly given in the form attached hereto as EXHIBIT A (the “TEFRA Notice”), held a public hearing regarding the financing of the Project and the issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF CLARK COUNTY, NEVADA AS FOLLOWS:

1. Solely for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, the Governing Body, hereby approves the plan of finance, the Project and the financing and refinancing thereof through the issuance of the Bonds by the Authority in an aggregate principal amount not to exceed \$70,000,000.
2. Nothing in this Resolution obligates the County to grant further approvals for the Project or any other project or constitutes a representation that any other County or other approvals needed for the Project or any other project will be granted.
3. The officers of the Governing Body are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing approved hereby.

[Signatures on Following Page]

ADOPTED by the Board of County Commissioners of the County at a regular meeting of said body held on the 7<sup>th</sup> day of December, 2021, by a majority vote:

---

Marilyn Kirkpatrick,  
Chair, Board of County Commissioners

[Seal]

Attest:

---

Lynn Marie Goya  
County Clerk

**EXHIBIT A  
FORM OF TEFRA NOTICE**

**NOTICE OF PUBLIC HEARING  
BY THE BOARD OF COUNTY COMMISSIONERS OF CLARK COUNTY, NEVADA  
WITH RESPECT TO AN AMOUNT NOT TO EXCEED  
\$70,000,000 OF PUBLIC FINANCE AUTHORITY (WISCONSIN)  
REVENUE AND REVENUE REFUNDING BONDS  
(ROSEMAN UNIVERSITY OF HEALTH SCIENCES PROJECT)**

Notice is hereby given that on Tuesday, December 7, 2021, a public hearing, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”), will be held by the Board of County Commissioners of Clark County, Nevada (the “*County*”) with respect to the proposed issuance by the Public Finance Authority (Wisconsin) (the “*Authority*”) of its Public Finance Authority Revenue and Revenue Refunding Bonds (Roseman University of Health Sciences Project), in one or more series or issuances, from time to time pursuant to a plan of finance (the “*Bonds*”), in a maximum aggregate stated principal amount not to exceed \$70,000,000. The hearing will commence at 10:00 a.m., or as soon thereafter as the matter can be heard, and will be held at the offices of the County at the Clark County Commission Chambers, Clark County Government Center, 500 South Grand Central Parkway, Las Vegas, Nevada 89155 (the “*Hearing*”).

It is the expectation that all or a portion of the Bonds will be issued, as tax-exempt qualified 501(c)(3) bonds.

The following information was provided by the Authority for this Notice:

1. The Bonds are expected to be issued pursuant to Section 66.0304 of the Wisconsin Statutes, as amended, (the “*Act*”), by the Authority, a commission organized under and pursuant to the provisions of Sections 66.0301, 66.0303 and 66.0304 of the Act.
2. The proceeds from the sale of the Bonds will be loaned to the Borrower identified below and used for the Project identified below.
3. The Bonds will be limited obligations of the Authority payable solely from loan repayments to be made by the Borrower to the Authority and certain funds and accounts established by an Indenture of Trust for the Bonds, and will be secured by collateral furnished or caused to be furnished by the Borrower.

The following information was provided by Roseman University of Health Sciences (the “*Borrower*”), a Nevada nonprofit corporation and 501(c)(3) organization, which operates a private university, for this Notice:

A. The Borrower will use the proceeds of the Bonds from time to time pursuant to a plan of finance for the following purposes: (1) to finance the costs of the acquisition of, capital

improvements to, and related capital expenditures with respect to, an approximately 16.59 acre parcel of land bordered by South Hualapai Way, Discovery Drive, Breakthrough Way and West Twain Avenue, Las Vegas, Clark County, Nevada 89135 (the “New Money Portion”), to be used as part of the Borrower’s educational facilities (2) to current refund (the “Refunding Portion”) the Public Finance Authority Revenue Bonds (Roseman University of Health Sciences Project), Series 2012 which financed the acquisition, construction, expansion, rehabilitation, remodeling, renovation and equipping of all or a portion of the educational facilities of the Borrower as follows: (a) the acquisition of, capital improvements to, and related capital expenditures with respect to, the building known as RiverPark Ten located at 10920 South River Front Parkway, South Jordan, Utah 84095, (b) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 12.0 acres of land located directly west and contiguous to 10920 South River Front Parkway, South Jordan, Utah 84095, (c) various capital improvement projects to the Borrower’s main campus buildings and campus, which campus has a main address of 11 Sunset Way, Henderson, Nevada 89014, (d) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 8.0 acres of land located directly to the east and contiguous to 11 Sunset Way, Henderson, Nevada 89014, (e) the acquisition of, capital improvements to, and related capital expenditures with respect to, approximately 1.99 acres of land located at 1791 Whitney Mesa Drive, Henderson, Nevada 89014, (f) to fund a debt service reserve fund for such bonds, (g) to fund interest on such bonds, and (h) to fund the payment of certain costs of issuance with respect to such bonds; (3) to fund a debt service reserve fund for the Bonds; (4) to fund interest on the Bonds; and (5) to fund the payment of certain costs of issuance of the Bonds (collectively, the “Project,” and the property being financed or refinanced, the “Facilities”).

B. The Facilities financed and/or refinanced by the Bonds will be owned and principally used by the Borrower. The portion of the Bonds allocable to the New Money Portion will not exceed a maximum stated principal amount of \$33,000,000, and the portion of the Bonds allocable to the Refunding Portion will not exceed a maximum stated principal amount of \$37,000,000. All of the Facilities are, or will be, used by the Borrower’s as part of its educational facilities for educational purposes, and as part of an integrated operation.

Persons wishing to express their views on the merits of the Project, its location, the issuance of the Bonds or related matters may send an email in advance of the Hearing to [comment@clarkcountynv.gov](mailto:comment@clarkcountynv.gov). Written comments should identify the agenda item to which the comment relates. The agenda item may be found in the agenda which will be posted by the County 3 business days in advance of the Hearing at <https://www.clarkcountynv.gov/public-communications/Pages/Agendas.aspx>. Comments submitted without reference to a specific agenda item will be read at the end of the meeting. With twenty-four (24) hour advance request, a sign language interpreter may be made available by calling (702) 455-3530, TDD (702) 385-7486, or Relay Nevada toll free (800) 326-6868, TT/TDD.

Dated: November 18, 2021