

CLARK COUNTY BOARD OF COMMISSIONERS

AGENDA ITEM

Petitioner: Denis Cederburg, Director of Public Works

Recommendation:

Approve and authorize the Chair to sign a licensor consent, assignment and assumption agreement among Clark County, Las Vegas Facility Holdings LLC, a Nevada limited liability company (Brian Orsak, Manager), and Valley Health System, LLC (Steve Filton, Vice President), assigning all duties, rights, obligations, and interests in a certain Revocable License and Maintenance Agreement dated December 12, 2017, from Las Vegas Facility Holdings LLC to Valley Health System, LLC. (For possible action)

FISCAL IMPACT:

Fund #:	N/A	Fund Name:	N/A
Fund Center:	N/A	Funded PGM/Grant:	N/A
Amount:	N/A		
Description:	N/A		
Additional Comments:	N/A		

BACKGROUND:

On or about December 12, 2017, Clark County and Las Vegas Facility Holdings LLC ("Licensee") entered into that certain Revocable License and Maintenance Agreement permitting Licensee to place and maintain certain non-standard improvements on and in the County's right-of-way located on Harmon Avenue between Koval Lane and Audrie Street. The agreement was recorded in the Office of the Clark County Recorder on January 9, 2018, in Book 20180109 as Instrument No. 00183.

On or about May 25, 2021, Licensee and Valley Health System, LLC ("Assignee") entered into an Asset Purchase Agreement, which is anticipated to close no later than July 31, 2021, completing the Assignee's purchase of substantially all of the Licensee's assets, including without limitation the property (Assessor's Parcel Number 162-21-202-004) located at 150 East Harmon Avenue, Las Vegas, Nevada.

The assignment will become effective as of the date of the conveyance of Assessor's Parcel No. 162-21-202-004 from Licensee to Assignee and recording of the required deed with the Office of the Clark County Recorder transferring the fee interest in Assessor's Parcel No. 162-21-202-004 from Licensee to Assignee. Until such time of the assignment's effectiveness, Las Vegas Facility Holdings LLC remains responsible for all duties, obligations, terms, rights, conditions, and interests of the Revocable License and Maintenance Agreement, and is responsible for any and all liability and indemnities required by the Revocable License and Maintenance Agreement that occur or are incurred from and after the assignment to and up until the date of escrow closing.

The District Attorney's Office has reviewed and approved the licensor consent, assignment, and assumption agreement as to form.

Cleared for Agenda

07/20/2021

File ID#

21-1037