

A RESOLUTION
APPROVING THE ISSUANCE BY THE PUBLIC FINANCE AUTHORITY
(WISCONSIN) OF NOT TO EXCEED \$65,000,000 OF ITS CHARTER
SCHOOL REVENUE BONDS ON BEHALF OF MATER ACADEMY OF
NEVADA 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, the Borrower (as defined below) has represented the following to the County for this resolution:

1. Mater Academy of Nevada, a Nevada nonprofit corporation (the “*Borrower*”), has requested that the Public Finance Authority (the “*Authority*”) issue its Charter School Revenue Bonds (Mater Academy of Nevada – East Las Vegas Campus Project) Series 2024 (the “*Bonds*”), in one or more series of tax-exempt or taxable bonds, in an amount not to exceed \$65,000,000 in order to (i) finance and/or refinance the costs of the acquisition, construction, development, improvement, equipping and/or operating of an existing 148,578 square foot charter school facility operated out of four separate buildings situated on an approximately 20.04 acre site and the related land located at 3900 East Bonanza Road in Las Vegas, Nevada, (b) finance the costs of certain improvements to the Facilities; (c) fund certain reserves as may be required, (d) finance capitalized interest on the Bonds, if any, and (e) finance costs of issuance of the Bonds (collectively, the “*Project*”); and
2. The Project will initially be owned and operated by the Borrower; and
3. The Bonds or a portion thereof will be “private activity bonds” and “qualified 501(c)(3) bonds” for purposes of the Internal Revenue Code of 1986, as amended (the “*Code*”); and
4. Pursuant to Section 66.0304(11)(a) of the Wisconsin Statutes, prior to their issuance, bonds issued by the Authority must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries the Project is to be located; and
5. 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 Project is located, after a public hearing is held following reasonable public notice; and
6. 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 the requirements of Section 4 of the Amended and Restated Joint Exercise of Powers Agreement Relating to the Public Finance Authority, dated as of September 28, 2010 (the “*Joint Exercise Agreement*”) and Section 66.0304(11)(a) of the Wisconsin Statutes; and

WHEREAS, the County has received and hereby accepts the Borrower’s Indemnification Letter, which has been filed with the County Clerk’s office; 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 ABOVE-NAMED GOVERNING BODY AS FOLLOWS:

1. Solely for purposes of Section 147(f) of the Code, Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Joint Exercise Agreement, the Governing Body hereby approves the plan of finance and the Project and the financing thereof through the issuance of the Bonds by the Authority in an aggregate principal amount not to exceed the amount set forth in the TEFRA Notice attached hereto as **EXHIBIT A**.
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.

[Remainder of Page Intentionally Left Blank]

ADOPTED by the Board of County Commissioners of the County at a regular meeting of said body held on the 3rd day of September, 2024, by a majority vote:

Tick Segerblom, Chair
Board of County Commissioners
Clark County, Nevada

[Seal]

Attest:

Lynn Marie Goya, County Clerk

10374370

EXHIBIT A
FORM OF TEFRA NOTICE
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing will be held by the Board of County Commissioners of Clark County (the “County”), on Tuesday, September 3, 2024, at 10:00 a.m., or as soon thereafter as the matter can be heard, in the Clark County Commission Chambers, at the Clark County Government Center, located at 500 S. Grand Central Parkway, Las Vegas, Nevada 89155, regarding the proposed issuance by the Public Finance Authority (the “Issuer”), a commission organized under and pursuant to the provisions of Sections 66.0301, 66.0303 and 66.0604 of the Wisconsin Statutes, as amended, of its revenue notes, bonds or other obligations in one or more series from time to time pursuant to a plan of financing (the “Bonds”), in an amount not to exceed \$65,000,000. The public hearing is required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”).

The following information has been provided by the Borrower (as defined below) for this Notice:

The Bonds are expected to be issued pursuant to Section 66.0304 of the Wisconsin Statutes, as amended. The proceeds from the sale of the Bonds will be loaned to Mater Academy of Nevada (the “Borrower”), a Nevada nonprofit corporation and an organization described in Section 501(c)(3) of the Code, and used to (a) finance and/or refinance the costs of the acquisition, construction, development, improvement, equipping and/or operating of an existing 148,578 square foot charter school facility operated out of four separate buildings situated on an approximately 20.04 acre site and the related land located at 3900 East Bonanza Road in Las Vegas, Nevada (the “Facilities”), (b) finance the costs of certain improvements to the Facilities; (c) fund certain reserves as may be required, (d) finance capitalized interest on the Bonds, if any, and (e) finance costs of issuance of the Bonds (collectively, the “Project”). On the date of issuance of the Bonds, the Facilities will be initially owned and operated by the Borrower.

The Bonds will be special limited obligations of the Issuer payable solely from the loan repayments to be made by the Borrower to the Issuer, and certain funds and accounts established by the trust indenture for the Bonds. The Bonds will not be an obligation in any way of the State of Nevada (“Nevada”) or the County, within the meaning of any Nevada Constitutional provision or statutory limitation.

At the time and place set for the public hearing, interested persons will be given a reasonable opportunity to express their views, both orally and in writing, on the merits of the Project, its location, the plan of financing, the issuance of the Bonds or related matters. Written comments may also be submitted to the County at the following address: Clark County Government Center, 500 S. Grand Central Parkway, Las Vegas, Nevada 89155, Attention: Board of County Commissioners, until the time and date of the hearing (subject to the timing limitations of mail delivery). With twenty-four (24) hour advanced request, a sign language interpreter may be made available (telephone number TT/TDD: Nevada Relay toll-free (800) 326-6868) and assisted listening devices are available at the meeting upon request.

Date of Notice: August 22, 2024