

**A RESOLUTION APPROVING THE ISSUANCE BY THE  
PUBLIC FINANCE AUTHORITY (WISCONSIN) OF NOT  
TO EXCEED \$50,000,000 OF BONDS ON BEHALF OF  
VITICUS GROUP 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. Viticus Group, a Nevada nonprofit corporation (the “Borrower”), has requested that the Public Finance Authority (Wisconsin) (the “Authority”) issue its Revenue Bonds (Viticus Group Project) Series 2022 (the “Bonds”), in one or more series, in an amount not to exceed \$50,000,000 (which may be issued as a part of one or more series of bonds approved by other entities for projects located outside the County), from time to time pursuant to a plan of finance, in order to: (1) finance and refinance (A) up to \$30,000,000 of the costs of the acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 70,000 square foot educational and meeting facility located at 5810 S. Eastern Avenue, Las Vegas, Nevada 89119; (B) up to \$10,000,000 of the costs of acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 70,000 square foot educational and meeting facility located at 2425 East Oquendo Road, Las Vegas, Nevada 89120, and (C) up to \$10,000,000 of the costs of acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 1.64 acre vacant parcel located at 2511, 2521 and 2531 East Oquendo Road, Las Vegas, Nevada 89120 (collectively, the “Facilities”); (2) the funding of a debt service reserve fund for the Bonds; (3) funding certain capitalized interest with respect to the Bonds; and (4) the payment of certain costs of issuance of the Bonds (collectively, the “Project”); and
2. The proceeds of the Bonds allocated to the Project will not exceed a maximum principal amount of \$50,000,000 (which may be issued as a part of one or more series of bonds approved by other entities for projects located outside the County).
3. The Project will be owned and operated by the Borrower; and portions of the Bond-financed properties may be leased to third parties which are qualified 501(c)(3) entities or subsidiaries or affiliates as part of fulfilling the mission of Borrower; and
4. 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 (the “Code”); 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 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

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 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 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.

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ADOPTED by the Board of County Commissioners of the County at a regular meeting of said body held on the 5<sup>th</sup> day of October, 2021, by a majority vote:

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Marilyn Kirkpatrick, Chair, Board of County  
Commissioners

[Seal]

Attest:

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Lynn Marie Goya, County Clerk

**EXHIBIT A  
FORM OF TEFRA NOTICE**

**NOTICE OF PUBLIC HEARING  
FOR THE BOARD OF COUNTY COMMISSIONERS OF CLARK COUNTY, NEVADA  
WITH RESPECT TO AN AMOUNT NOT TO EXCEED  
\$50,000,000 OF PUBLIC FINANCE AUTHORITY (WISCONSIN)  
REVENUE BONDS  
(VITICUS GROUP PROJECT) SERIES 2022**

Notice is hereby given that on Tuesday, October 5, 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 Bonds (Viticus Group Project), in one or more series or issuances, from time to time pursuant to a plan of finance, (the “*Bonds*”), in a maximum stated principal amount not to exceed \$50,000,000. 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*”).

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 the 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.

The following information was provided by Viticus Group (the “*Borrower*”), a Nevada nonprofit corporation, for this Notice:

- A. The Borrower, or a successor or related entity, will use the proceeds of the Bonds, from time to time pursuant to a plan of finance, for: (1) financing and refinancing (A) up to \$30,000,000 of the costs of the acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 70,000 square foot educational and meeting facility located at 5810 S Eastern Avenue, Las Vegas, Nevada 89119; (B) up to \$10,000,000 of the costs of acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 70,000 square foot educational and meeting facility located at 2425

East Oquendo Road, Las Vegas, Nevada 89120, and (C) up to \$10,000,000 of the costs of acquisition, construction, improvement, renovation, equipping and furnishing of an approximately 1.64 acre vacant parcel located at 2511, 2521 and 2531 East Oquendo Road, Las Vegas, Nevada 89120 (collectively, the “Facilities”); (2) the funding of a debt service reserve fund for the Bonds; (3) funding certain capitalized interest with respect to the Bonds; and (4) the payment of certain costs of issuance of the Bonds (collectively, the “*Project*”).

- B. The property financed and/or refinanced by the Bonds will be owned and operated by the Borrower.

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: September 28, 2021