

Summary - a resolution authorizing medium-term obligations.

RESOLUTION

A RESOLUTION AUTHORIZING MEDIUM-TERM OBLIGATIONS IN AN AMOUNT OF UP TO \$6,000,000 FOR THE PURPOSE OF FINANCING ALL OR A PORTION OF THE COST OF ACQUIRING CONVENTION CENTER FACILITIES; PROVIDING FOR THE REIMBURSEMENT OF PRIOR EXPENDITURES FROM THE PROCEEDS OF THE MEDIUM-TERM OBLIGATIONS; DIRECTING THE OFFICERS OF THE AUTHORITY TO FORWARD MATERIALS TO THE DEPARTMENT OF TAXATION OF THE STATE OF NEVADA; PROVIDING CERTAIN DETAILS IN CONNECTION THEREWITH; AND PROVIDING THE EFFECTIVE DATE HEREOF.

WHEREAS, the Board of Governors of Elko Convention and Visitors Authority, Nevada (the "Board", "Authority", and "State", respectively) proposes to issue up to \$6,000,000 in medium-term obligations of the Authority in one series or more under Nevada Revised Statutes ("NRS") 350.087 through 350.095 (the "Act") and Chapter 227, Statutes of Nevada 1975 (the "Authority Act") in order to finance all or a portion of the cost of acquiring convention center facilities for the purposes set forth in Section 3(a), (b), (c) or (e) of the Authority Act, or for any combination thereof (the "Project"); and

WHEREAS, such medium-term obligations shall mature within 10 years of the date of issuance thereof, and

WHEREAS, the Board has determined that legally available funds of the Authority will at least equal the amount required in each year for the payment of interest and principal on such medium-term obligations; and

WHEREAS, the Act requires that a notice of intention to authorize medium-term obligations be published not less than 10 days prior to the consideration of a resolution authorizing medium-term obligations; and

WHEREAS, a notice of intention to act upon the resolution authorizing such medium-term obligations has been duly published in a newspaper of general circulation in the Authority not less than 10 days prior to the date hereof pursuant to NRS 350.087; and

WHEREAS, all comments made at the public hearing held on this date on the adoption of this resolution have been duly considered by the Board.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF GOVERNORS OF THE ELKO CONVENTION AND VISITORS AUTHORITY, NEVADA:

Section 1. The Board hereby designates this resolution as the "2024 Medium-Term Authorization Resolution" (the "Resolution"), and finds and determines that the public interest requires the issue of such medium-term obligations for the Project in an amount not exceeding \$6,000,000 for the purpose of meeting a necessity of the Authority.

Section 2. The facts upon which the finding stated in Section 1 above are:

(a) The proceeds of the medium-term obligations will be used to acquire convention center facilities.

(b) It is not feasible to finance the Project from other funds of the Authority, among other reasons, because of restraints on the Authority's budget for the current fiscal year and other demands on and needs for existing funds of the Authority.

(c) The Authority's proposed issuance of the medium-term obligations is designed to provide funds with which to address the needs addressed in item (a) and obtain financing therefor at an interest rate and on terms that will fit within the Authority's budget.

Section 3. The Authority proposes to borrow a sum not to exceed \$6,000,000 at an annual interest rate estimated to be 5.00% to be repaid within 10 years. Such medium-term obligations shall be evidenced by medium-term bonds issued at one time, or from time to time, in one series or more (the "Bonds"), such Bonds to mature not later than 10 years after the date or respective dates of issuance. The interest rate shall in no event exceed by more than 3% the "Index of Twenty Bonds" which is most recently published before a negotiated offer or a bid is accepted for the Bonds. The Bonds shall be issued on such other terms and conditions as the Board determines, all as provided in the Act and as specified by one or more resolutions or other instrument to be hereafter adopted by the Board.

Section 4. The Bonds shall not be paid in whole, or in part from a levy of a special tax exempt from the limitations on the levy of ad valorem tax, but shall be paid from legally available funds of the Authority, including, but not limited to, the Authority's General Fund, the

Capital Projects Fund and the Facility Expansion Fund, expected to be available for the repayment of debt service on the Bonds in the estimated annual repayment amount of \$765,000. The weighted average term of the Bonds shall not exceed the estimated weighted average useful life of the assets being financed with the Bonds.

Section 5. The Board hereby designates the Executive Director of the Authority as the chief administrative officer of the Authority for purposes NRS 350.165, including, but not limited to, the delegation of authority to accept binding bids for the Bonds.

Section 6. The Executive Director of the Authority including any interim executive director (the "Executive Director"), is authorized to specify the terms of the Bonds, the method of their sale, the final principal amount of each series of the Bonds (not in excess of \$6,000,000), the terms of their repayment and security therefor, and other details of the Bonds; to amend, if necessary, the Authority's capital improvement plan to include the Project; and if deemed appropriate by the Executive Director, to advertise the Bonds for sale, subject to the Act and the Bond Act and subject to ratification by the Board by adoption of one or more bond resolutions.

Section 7. The officers of the Authority are hereby authorized to take all action necessary or appropriate to effectuate the provisions of this resolution, including without limitation (a) assembling of financial and other information concerning the Authority, the Project and the Bonds, and (b) determining the method of sale and preparing and circulating official statements, preliminary official statements and notices of bond sale for the Bonds and/or requests for financing proposals, in the forms specified by the Executive Director. If publicly offered, the Executive Director is authorized to deem each official statement or preliminary official statement to be a "final" official statement on behalf of the Authority for the purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. The Executive Director shall, after arranging for the sale of each series of the Bonds, present the proposed terms of the sale of each series to the Board for its approval by adoption of one or more bond resolutions.

Section 9. The Board hereby represents that the Authority is in compliance with the applicable provisions law, including, without limitation, the provisions of Chapter 354 of NRS.

Section 10. The Board hereby declares its intent to reimburse the costs of the Project from proceeds of the Bonds. This is a declaration of official intent under Section 1.150-2 of

the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended (the "Code") to reimburse under the Code.

Section 11. In order to permit the Authority to reimburse itself for prior expenditures relating to the Project from the proceeds of the Bonds, the Board hereby determines and declares that:

(a) The maximum aggregate principal amount of the Bonds expected to be issued for the Project is \$6,000,000;

(b) The Board reasonably expects to incur expenditures with respect to the Project prior to the issuance of the Bonds in the amount of \$6,000,000 and to reimburse those expenditures from the proceeds of the Bonds; and

(c) The payment of costs related to the Project and the reimbursement of such costs from the proceeds of the Bonds is consistent with the Board's budgetary and financial circumstances as of the date of this Resolution. The Board does not currently have moneys which are, nor does the Board reasonably expect moneys to be, allocated on a long-term basis, reserved or otherwise available pursuant to the Board's budget to pay the expenditures which the Board intends to reimburse.

Section 12. All resolutions, or parts thereof, in conflict with the provisions of this Resolution, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to revive any resolution, or part thereof, heretofore repealed.

Section 13. If any section, paragraph, clause or other provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or other provision shall not affect any of the remaining provisions of this Resolution.

Section 14. The officers of the Authority are hereby authorized and directed to take all action necessary to effectuate the provisions of this Resolution, including, without limitation, forwarding all necessary documents to the Executive Director, Department of Taxation, Carson City, Nevada.

Section 15. Sections 3, 4, and 8, of this resolution shall become effective upon the approval hereof by the Executive Director of the Department of Taxation of the State of Nevada as provided in the Act which approval shall be recorded in the minutes of the Board. The remainder of this resolution shall be effective upon passage and approval.

PASSED AND ADOPTED BY AN AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF THE MEMBERS OF THE BOARD OF GOVERNORS OF THE ELKO CONVENTION AND VISITORS AUTHORITY, NEVADA, ON OCTOBER 8, 2024.

Chairman

Attest:

Secretary

STATE OF NEVADA)
)
COUNTY OF ELKO) ss.
)

I am the duly qualified Secretary of Elko Convention and Visitors Authority, Nevada (the "Authority" and the "State") do hereby certify:

1. The foregoing pages are true, perfect and a complete copy of a resolution of the Board of Governors (the "Board"), adopted at a lawful meeting of the Board held on October 8, 2024, as recorded in the official record of the proceedings of the Authority kept in my office.

2. The proceedings were duly had and taken as therein shown and the persons therein named were present at said meeting and voted on the resolution as follows:

Those Voting Aye:

Those Voting Nay:

Those Absent:

3. All members of the Board were duly notified of the meeting.

4. Public notice of such meeting was given and such meeting was held and conducted in full compliance with the provisions of NRS 241.020.

5. A copy of the minutes of the public hearing held on October 8, 2024, is attached hereto as Exhibit A. A copy of the notice of the meeting as posted and delivered is attached hereto as Exhibit B. An affidavit evidencing publication of the notice of public hearing and the Board's intention to act on the resolution is attached as Exhibit C.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Authority on October 8, 2024.

Secretary

EXHIBIT A

(Attach Copy of Minutes of Public Hearing on October 8, 2024)

EXHIBIT B

(Attach Copy of Agenda of October 8, 2024)

EXHIBIT C

(Attach Affidavit of Publication of Notice of Hearing)