

Summary - a resolution regarding withdrawal from the Second Amended and Restated Contract for the Joint Use of a Geothermal Resource.

RESOLUTION

A RESOLUTION AUTHORIZING WITHDRAWAL FROM THE SECOND AMENDED AND RESTATED CONTRACT, FOR THE JOINT USE OF A GEOTHERMAL RESOURCE WITH THE EXCEPTION OF ANY FORFEITURE OF THE AGENCIES SHARE OF THE MAINTENANCE FUNDS, AND THAT SHARE SHALL BE RETURNED TO THE AGENCY.

WHEREAS, the Board of Governors of Elko Convention and Visitors Authority, Nevada (the "Board", "Authority", and "State", respectively) entered into the Amended and Restated Interlocal Contract for the Joint Use of a Geothermal Resource (the "Amended Contract") in December, 2007, along with other Public Agencies; and

WHEREAS, the Amended Contract was established for the purpose of accomplishing the joint use of a geothermal resource by the Authority and other Public Agencies as signers of the Amended Contract; and

WHEREAS, a Second Amended and Restated Contract for the Joint Use of a Geothermal Resource (the "Second Amended Contract") was subsequently created; and

WHEREAS, the Second Amended Contract was purportedly offered as a mechanism for withdrawal of certain Public Agencies and the continuing relationship of others; and

WHEREAS, The Board of Governors never signed the Second Amended and Restated Contract, and

WHEREAS, the Amended and Restated Interlocal Contract, Section XV. Withdrawal states in part, "...It is further agreed that in the event any of the Public Agencies withdraw from this Contract, that Public Agency's portion of the maintenance fund, as described above in paragraph X, shall be returned to the Public Agencies."

WHEREAS, Section XV of the Second Amended Contract states, in part, "...It is further agreed that in the event any party withdraws from this Contract, that Party's share of the maintenance fund, as described in Paragraph X, shall be forfeited to the remaining Parties..."; and

WHEREAS, the Board of Governors, desires to have its share of the maintenance fund be returned as stated in the Amended and Restated Interlocal Contract.

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

I am the duly qualified Executive Director 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 posted, and such meeting was held and conducted in full compliance with the provisions of NRS 241.

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.

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

Executive Director

EXHIBIT B

(Attach Copy of Agenda of October 8, 2024)