

**CLARK COUNTY AND BOARD OF REGENTS
OF THE NEVADA SYSTEM OF HIGHER EDUCATION
MEMORANDUM OF UNDERSTANDING
RELATED TO THE DEVELOPMENT OF MEGA-EVENTS CENTER
AND STUDENT VILLAGE AT THE
UNIVERSITY OF NEVADA, LAS VEGAS CAMPUS**

This Memorandum of Understanding (“MOU”) by and between the County of Clark, a political subdivision of the State of Nevada (“County”), and the Board of Regents of the Nevada System of Higher Education, on behalf of the University of Nevada, Las Vegas (“NSHE”), is entered into pursuant to the authority granted to the parties under the laws of Chapter 277 of the Nevada Revised Statutes.

RECITALS

WHEREAS, in February 2011, NSHE embarked on an assessment of developing a mixed use development that would include a covered Mega-Events Center; a student village consisting of housing, retail and hospitality components; and related parking and infrastructure improvements (collectively, the “Project”), within and around a portion of the University of Nevada, Las Vegas (“UNLV”) main campus, including real property depicted on Exhibit “A,” which contains approximately 150 acres of land owned by NSHE (the “Land”);

WHEREAS, on June 1, 2012, NSHE entered into an Exclusive Negotiation Agreement (“ENA”) with Majestic Realty Co. (“Majestic”) to pursue the development of the Project pursuant to a process by which the Project is more clearly defined in the context of UNLV’s master plan;

WHEREAS, the Land presently includes various buildings and other improvements, including athletic fields which are important to the mission and purpose of UNLV (the “Replacement Facilities”), and any development of the Land for the Project will need to take into account the relocation of such facilities;

WHEREAS, NSHE believes that it would be beneficial to UNLV’s mission, and the educational experience at UNLV, to pursue the possible development of the Project, which is intended to create a richer, more dynamic campus experience and a greater sense of community life, within the campus;

WHEREAS, the Las Vegas metropolitan area is the only major urban center in the United States not home to a large scale, state of the art mega events center, and

WHEREAS, the proposed Mega-Events Center, although it will be home to UNLV Rebel Football games, is projected to derive the majority of its revenue from non-UNLV activities as it is predicted to attract new visitors to Las Vegas each year and NSHE believes it would have a positive impact on the Las Vegas economy given the many special events and

other activities that cannot currently be supported due to the lack of this type of venue;

WHEREAS, NSHE believes the Project, including the Replacement Facilities, through landscaping, signage, student and public activity and other features, would have the ability to drastically improve the “gateway” to the Southern Nevada community, thus improving the experience of millions of visitors each year as they travel from McCarran International Airport to the Las Vegas Strip corridor and back, particularly at the Swenson Street/Paradise Road and Tropicana Avenue area;

WHEREAS, the Project is proposed to be located, at least in part, within areas requiring close coordination with the Clark County Department of Aviation (“CCDOA”) and the Federal Aviation Administration (the “FAA”) on permissible uses; and

WHEREAS, NSHE, through UNLV, has been working with various departments within Clark County, including CCDOA, County Manager, Comprehensive Planning and Public Works; however, the parties desire to formally memorialize their continued cooperation in taking steps toward achieving the goal of developing the Project.

NOW, THEREFORE, the parties agree as follows:

AGREEMENT

1. Cooperation. Subject to: (a) NSHE amending its master plan for the UNLV campus to accommodate the Project; (b) NSHE and Majestic reaching implementing agreements as outlined in the ENA; (c) Majestic securing financing for the Project, as approved by the Board of Regents; and (d) County and NSHE reaching final, implementing agreements relating to the issues identified within this MOU, County hereby affirms its support of the overall strategic goal of NSHE to develop the Project, as follows:

a. County agrees to continue to participate in UNLV’s master planning process, and to collaborate with NSHE/UNLV, particularly as it relates to assessing and determining appropriate approaches to air and vehicular traffic and transportation issues within and around the Land.

b. County, and its Department of Aviation, agree to continue to cooperate with NSHE/UNLV in identifying and addressing issues relating to the FAA, particularly as they relate to height restrictions and permitted land uses within and around the Land.

c. County agrees to continue to cooperate with NSHE/UNLV in exploring the possibilities for relocation of some or all of the Replacement Facilities to land owned or operated by County as preliminarily identified on **Exhibit “B,”** subject to compatibility with McCarran International Airport as set forth above, particularly as it relates to evaluating long term ground leases, land transfers and/or other available mechanisms for NSHE’s use of such land. NSHE’s proposed uses of County parcels (which, at this time, are not formally agreed to by County) are set forth in **Exhibit “C”**

and can be distinguished between proposed uses on land outside of the Runway Protection Zone (“RPZ”) and uses on land within the RPZ. NSHE understands that County is currently awaiting the FAA’s direction regarding the compatibility of the uses proposed on land within the RPZ. NSHE further understands that County must defer to the FAA’s direction regarding land uses allowed within the RPZ, and that the FAA’s stated intent is to keep all RPZs clear of all objects. NSHE further understands that all proposed land uses related to the Project are subject to County and/or FAA review, as applicable, for compatibility with the operation of McCarran International Airport, in terms of both noise and height/airspace. Nothing in this MOU should be construed to imply County’s or FAA’s approval of any of NSHE’s proposed uses listed in **Exhibits “B” and “C.”**

d. NSHE agrees to collaborate with County in order to comply with all land use application and review processes and related conditions as may be required by the FAA, including submitting FAA Form 7460-1, “Notice of Proposed Construction or Alteration”, to the FAA for each structure in the Project that would meet the FAA’s filing requirements for same; and to construct no structure that the FAA may determine would be a Hazard to Air Navigation.

2. Implementing Agreements. Appropriate staff from County and NSHE will work together to create formalized implementing agreements relating to the issues identified within this MOU, and any other issues related to the facilitation of the development of the Project, for approval by the Board of County Commissioners and Board of Regents at the appropriate time, which will be presented to the respective Boards for approval.

3. Identification of Emerging Issues. NSHE and County leadership will work to identify any additional steps that should be taken in regard to addressing issues identified within this MOU, as well as any new issues which may emerge.

4. Term and Termination. This MOU shall be effective on the date last written below and shall continue until superseded by final, implementing agreements between the parties, subject to all the contingencies listed in Section 1 of this MOU, or until two (2) years after the effective date of this MOU, whichever occurs first.

County of Clark, a political subdivision of the State of Nevada

Commissioner Susan Brager
Clark County Board of Commissioners, Chairperson

Date

Board of Regents of the Nevada System of Higher Education, on behalf of the University of Nevada, Las Vegas

_____ Neal J. Smatresk President, University of Nevada, Las Vegas	_____ Date
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_____ Daniel J. Klaich Chancellor, Nevada System of Higher Education	_____ Date
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EXHIBIT "A"

PROJECT LAND

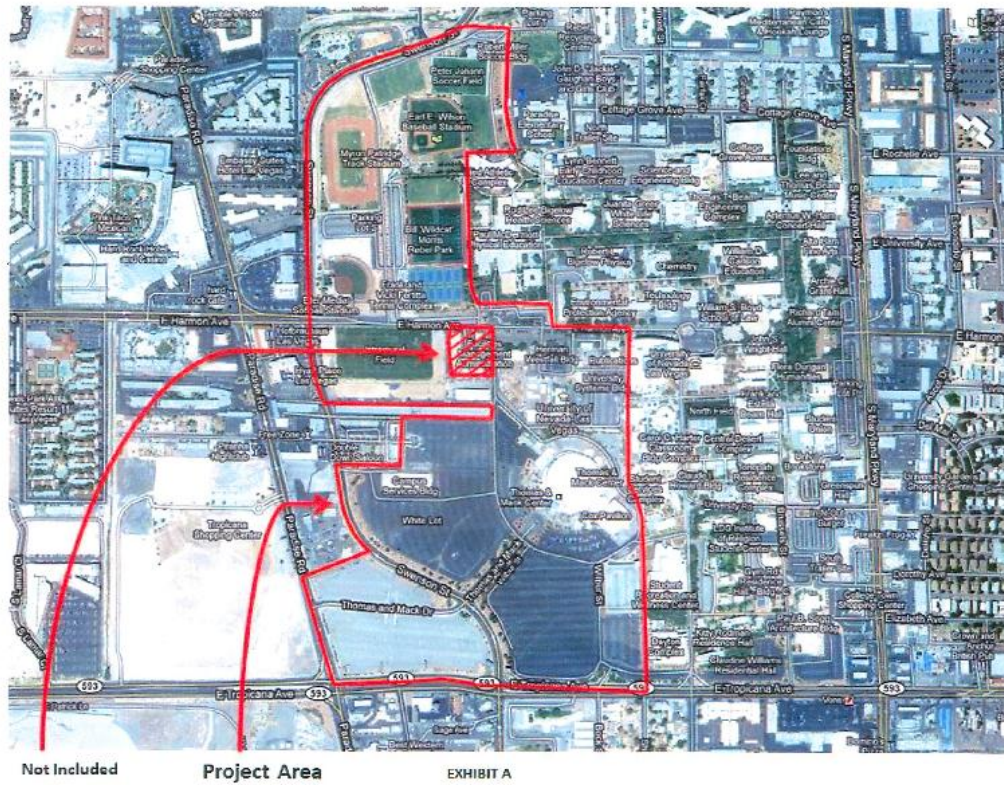


EXHIBIT "B"

CLARK COUNTY PARCELS PROPOSED BY NSHE FOR USE UNDER THIS MOU APNs 162-22-307-003; 162-22-402-003 and -004; , 162-22-401-003 and -004

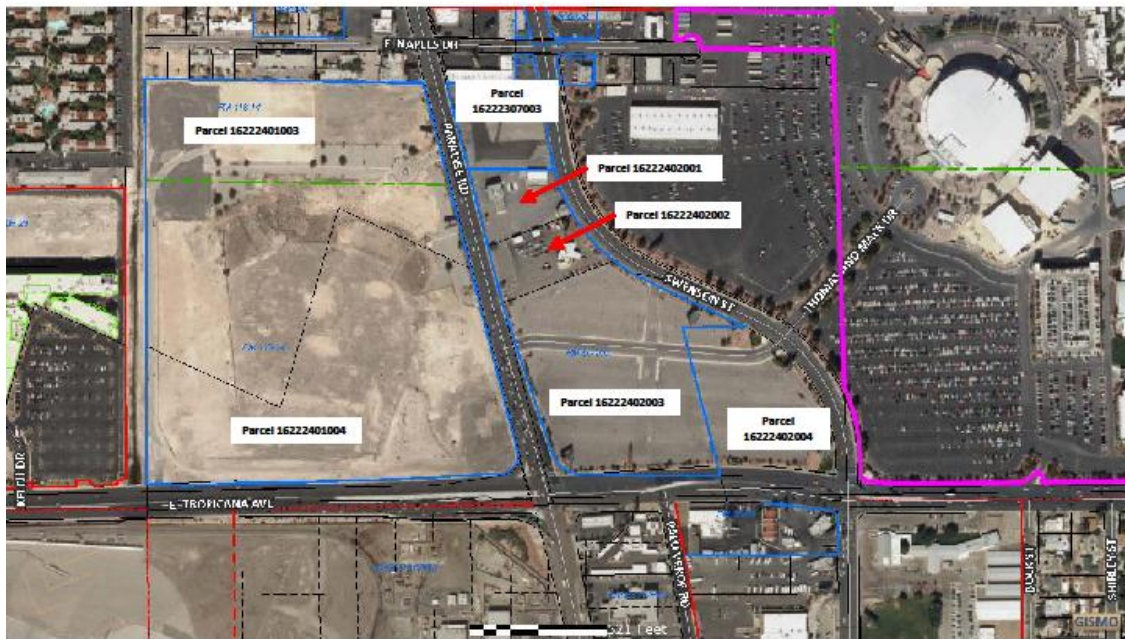


EXHIBIT “C”

NSHE PROPOSED USE OF COUNTY PARCELS APNs 162-22-307-003,162-22-402-003 and -004, 162-22-401-003 and-004

NSHE Proposed uses on Clark County Land outside of Runway Protection Zones:

- Student Recreation Fields for Intramural and Club Sports - practice, competition and informal use (i.e. soccer, flag football, rugby, lacrosse, other team sports), with lighting for nighttime events/use.
- Building Facilities to support Student Recreation Fields (restrooms, locker/changing rooms, storage, staff offices, other support items)
- Collegiate Competitive Athletics practice and competition facilities (tennis courts, soccer fields, track and field areas, baseball stadium, softball stadium, indoor pool for swimming/diving, football practice fields, other team and individual sports fields/facilities), with lighting for nighttime events/use.
- Collegiate Competitive Athletics Building Facilities (offices, conference areas, study areas, locker rooms, restrooms, storage areas, indoor training facilities).
- Space for UNLV campus gathering and outdoor social events, with lighting for nighttime use.
- UNLV Marching Band practice areas and equipment storage areas/secure facilities.
- Use of fields and facilities noted above, as feasible in coordination with UNLV uses, for third party non-UNLV use for similar purposes (i.e. community or organization tournament practice or competition) , with lighting for nighttime use.
- Parking (surface and/or structured) for student recreation, collegiate competitive athletics and campus events, with lighting for nighttime use.
- Bus and vehicle (trailers, other) staging to support events at the Thomas and Mack Center, Mega-Events Center and other UNLV facilities, with lighting for nighttime use.
- Laydown and events staging support areas for the Thomas and Mack Center, Mega-Events Center and other UNLV facilities, with lighting for nighttime use.
- UNLV Facilities Management storage, laydown and trade areas, with lighting for nighttime use.
- Overhead walkways over Swenson Street and Paradise Road for pedestrian access to these land areas from the current UNLV Maryland Campus.
- Landscaping, sidewalks, utilities/infrastructure, signage, parking and other supporting site items.
- Other uses as consistent with Clark County Title 30 Development Code, and Clark County Department of Aviation/FAA review as applicable.

NSHE Proposed Uses of Clark County Land within Runway Protection Zones:

Unoccupied (except for potentially vehicle driver) coach bus and vehicle (trailers, shuttle buses, other) staging/marshalling to support events at the Thomas and Mack Center, Mega-Events Center and other UNLV facilities, with lighting as is feasible for nighttime use. Separate waiting facilities for drivers of these vehicles would be made available outside of the RPZ area as is necessary.

- Material and equipment storage, laydown and trade exterior areas, with lighting as is feasible for nighttime use.
- ‘Back of house’ exterior storage areas with low density and limited access needs, such as property control, surplus storage, material storage.
- Community Garden, with lighting as is feasible for nighttime use.
- Site installations for horticulture/agricultural type research (i.e. planted areas to support this type of research) with limited occupancy, with lighting as is feasible for nighttime use.
- Landscaping, utilities/infrastructure and other supporting site items.
- Auto parking.
- Street Right-of-Way.
- Screening/fencing.
- Other uses as consistent with Clark County Title 30 Development Code, and Clark County Department of Aviation/FAA review as applicable.