

RESOLUTION APPROVING AND AUTHORIZING THE MAKING OF A LOAN BY CITY PARKWAY V, INC. TO TWAIN INVESTMENT FUND 882, LLC IN AN AMOUNT NOT TO EXCEED \$6,352,200 IN CONNECTION WITH THE ALLOCATION TO LAS VEGAS COMMUNITY INVESTMENT CORPORATION OF NEW MARKET TAX CREDITS AND THE SUBSEQUENT SUB-ALLOCATION OF A PORTION OF SUCH TAX CREDITS TO LVCIC SUB-CDE XII, LLC FOR THE PURPOSES OF DEVELOPING AND CONSTRUCTING CERTAIN IMPROVEMENTS ON THE PROPERTY LOCATED AT 300, 310 AND 320 S. 9TH STREET, LAS VEGAS, NEVADA 89101 AND COMMONLY KNOWN AS STRONG START ACADEMY ELEMENTARY SCHOOL AT THE TONY HSIEH EDUCATION CENTER, INCLUDING THE EXECUTION AND DELIVERY OF VARIOUS TRANSACTION DOCUMENTS RELATING TO SUCH LOANS AND RATIFYING ACTIONS PREVIOUSLY TAKEN AND PERTAINING TO THE FOREGOING BY CITY PARKWAY V, INC. ITS OFFICERS AND EMPLOYEES AND PROVIDING FOR OTHER MATTERS RELATING THERETO

WHEREAS, the City of Las Vegas, a municipal corporation of the State of Nevada (the “City”), Las Vegas Community Investment Corporation, a Nevada nonprofit corporation (“Allocatee”), LVCIC SUB-CDE XII, LLC, a Nevada limited liability company (“Sub-CDE”), and City Parkway V, Inc., a Nevada nonprofit corporation (“Lender”), desire to engage in transactions as more particularly described as follows (collectively, the “Transactions”):

WHEREAS, Allocatee received an allocation of New Markets Tax Credits (“NMTC”) in the amount of \$60,000,000 from the Community Development Financial Institutions Fund of the United States Department of Treasury in the CY 2023 allocation round (the “Allocation”). On the date the Transactions are closed and funded, (a) U.S. Bancorp Community Development Corporation, a Minnesota corporation (“USBCDC”), will make a capital contribution in an amount not to exceed \$2,737,800 to Twain Investment Fund 882, LLC, a Missouri limited liability company (“Fund”), in exchange for a 100% membership interest therein; (b) Lender will make a loan in the principal amount not to exceed \$6,352,200 to Fund (the “Fund Loan”); (c) Fund will use the proceeds of the USBCDC capital contribution and of the Fund Loan in accordance with the Amended and Restated Operating Agreement of Sub-CDE (the “Sub-CDE Operating Agreement”) to make a capital contribution to Sub-CDE, in an amount not to exceed \$9,000,000 in exchange for a 99.99% membership interest therein and pay a fee to Allocatee in an amount not to exceed \$90,000; (d) in accordance with the Sub-CDE Operating Agreement, Allocatee will make a capital contribution in an amount not to exceed \$900 to Sub-CDE in exchange for a 0.01% membership interest therein; (e) Sub-CDE will make two (2) loans in the aggregate principal amount not to exceed \$8,730,000 (the “Project Loans”) to Strong Start Academy Bridger, a Nevada nonprofit corporation (“Project Borrower”); and (f) Sub-CDE will pay a fee in an amount not to exceed \$270,000 to Allocatee.

WHEREAS, Allocatee has sub-allocated from the Allocation an amount not to exceed \$9,000,000 of NMTC authority to Sub-CDE, and Sub-CDE has designated Fund’s capital contribution in an amount not to exceed \$9,000,000 as a “qualified equity investment” (a “QEI”). The City will lease to Project Borrower pursuant to that certain Site Lease certain real property having an address of 300, 310 and 320 S. 9th Street, Las Vegas, Nevada 89101 (the “Property”) and thereby Project Borrower will be the owner of a long-term leasehold interest in the Property. Project Borrower intends to develop and construct certain improvements on the Property (the “Building”), and then sublease the Building and the Property back to the City pursuant to that certain Lease Agreement, which will in turn sub-sublease the Building and the Property to CLV Strong Start Academy Elementary Schools, Inc., a Nevada nonprofit corporation

confirmed.

RESOLVED FURTHER, that any and all of the Transaction Documents may contain such recitals, covenants, agreements, and other provisions as may be required and the Authorized Representative may approve, and the execution of such instruments, agreements, certificates, and documents by the Authorized Representative shall be conclusive evidence of such approval, and that the Authorized Representative is authorized from time to time to execute amendments, modifications, waivers, renewals or extensions of any and all such instruments, agreements and documents.

RESOLVED FURTHER, all actions previously or to be taken by or on behalf of Lender in connection with the Fund Loan and the Transactions are hereby ratified, approved and confirmed, and no further action by or on behalf of Lender, its stockholders, officers, directors or any other person is required.

RESOLVED FURTHER, the forms of the Transaction Documents signed and delivered by the Authorized Representative are hereby authorized, confirmed and approved, and no further action by or on behalf of Lender, its stockholders, members, managers, officers, directors or any other person shall be required to execute and deliver the same.

RESOLVED FURTHER, that USBCDC and Fund are authorized to rely upon the foregoing resolutions unless and until USBCDC and Fund receive written notice of revocation, and that the authority hereby granted shall apply with equal force and effect to the successors in office of the Authorized Representative.

IN WITNESS WHEREOF, the undersigned has set her hand to this Certificate in the capacity set forth herein as of the date first written above.

CITY PARKWAY V, INC.
a Nevada nonprofit corporation

By: _____
Name: Mike Janssen
Title: President

Approved to Form:

John S. Ridilla 3/26/25

John S. Ridilla
Assistant City Attorney

EXHIBIT B

BYLAWS