

**495 Main Corporation Board Meeting  
City Hall, 495 S. Main Street  
Council Chambers - 2nd Floor  
City of Las Vegas Internet Address: [www.lasvegasnevada.gov](http://www.lasvegasnevada.gov)**

## **AGENDA**

**June 16, 2020**

**4:00 PM**

Items listed on the agenda may be taken out of the order presented; two or more agenda items for consideration may be combined; and any item on the agenda may be removed or related discussion may be delayed at any time. Backup material for this agenda may be obtained from LuAnn D. Holmes, City Clerk, at the Office of the City Clerk, 495 South Main Street, 2nd Floor or on the city's webpage at [www.lasvegasnevada.gov](http://www.lasvegasnevada.gov).

1. **Call to Order and Roll Call**
2. **Announcement Regarding: Compliance with Open Meeting Law**
3. **Public Comment:** Comment during this portion of the agenda must be limited to matters on the agenda for action. If you wish to be heard, come forward and give your name for the record. The amount of discussion, as well as the amount of time any single speaker is allowed, may be limited.
4. For possible action to approve the Final Minutes by reference of the Regular Meeting of December 3, 2018
5. Discussion for possible action regarding the election of officers to the 495 Main Corporation Board
6. Discussion for possible action to adopt a resolution to amend the bylaws of 495 Main Corporation
7. Discussion for possible action to adopt a resolution to amend the Articles of Incorporation and modify the purpose and powers of 495 Main Corporation
8. Discussion for possible action to adopt a resolution to amend the Articles of Incorporation to change the name of 495 Main Corporation to Las Vegas Economic Recovery Corporation
9. Discussion for possible action regarding the adoption of Fiscal Year 2020-2021 Operating Budget
10. **Citizens Participation:** Public comment during this portion of the agenda must be limited to matters within the jurisdiction of the Board. No subject may be acted upon by the Board unless that subject is on the agenda and is scheduled for action. If you wish to be heard, come forward and give your name for the record. The amount of discussion on any single subject, as well as the amount of time any single speaker is allowed, may be limited.
11. **Adjournment**

Facilities are provided throughout City Hall for the convenience of persons with disabilities. Reasonable efforts will be made to assist and accommodate persons with disabilities or impairments. If you need an accommodation to attend and participate in this meeting, please call the City Clerk's office at 702-229-6311 and advise of your need at least 48 hours in advance of the meeting. Dial 7-1-1 for Relay Nevada.

THIS MEETING HAS BEEN PROPERLY NOTICED AND POSTED AT THE FOLLOWING LOCATIONS IN ACCORDANCE  
WITH THE STATE OF NEVADA EXECUTIVE DEPARTMENT DECLARATION OF  
EMERGENCY DIRECTIVE 006

The City of Las Vegas Website – [www.lasvegasnevada.gov](http://www.lasvegasnevada.gov)  
and  
The Nevada Public Notice Website – [notice.nv.gov](http://notice.nv.gov)

**Economic & Urban Development**

**Boards**

Prepared: 6/2/20

**495 MAIN**

Scott D. Adams	President, Director	Voting member
Gary Ameling	Secretary, Treasurer, Director	Voting member
Jorge Cervantes	Vice President, CFO, Director	Voting member
William Arent	Vice President, COO	Non-voting member

**RESOLUTION AUTHORIZING THE AMENDMENT OF THE BYLAWS BY THE BOARD OF DIRECTORS OF 495 MAIN CORPORATION, A NEVADA NONPROFIT CORPORATION, FOR THE PURPOSE CHANGING THE PURPOSES OF THE CORPORATION**

**WHEREAS**, it has been presented to the Board of Directors of 495 Main Corporation (the “Company”) that the bylaws of the Company be amended to change the purposes of the Company.

**WHEREAS**, it has been proposed to the Board of Directors that the bylaws of the Company be amended as follows:

Section 2 of Article II of the bylaws of the Company to be deleted in its entirety and the following substituted in lieu thereof:

2. Specific Objectives and Purposes.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 82 of the Nevada Revised Statutes and shall have all powers afforded by Chapter 82 of the Nevada Revised Statutes. Within the framework and limitations of the foregoing, the specific objectives and purposes of the Corporation shall be to engage in, advance, support, and promote the health and welfare of the City of Las Vegas and its citizens; including without limitation: (i) support economic recovery efforts for the City of Las Vegas and/or surrounding Clark County following a public emergency, public health crisis, or economic crisis; (ii) provide funding programs to support economic recovery efforts for the City of Las Vegas and/or surrounding Clark County; (iii) provide strategic guidance to economic recovery efforts for the City of Las Vegas and/or surrounding Clark County; and (iv) provide other direct and indirect services related to economic recovery efforts for the City of Las Vegas and/or surrounding Clark County.

**WHEREAS**, the Board of Directors have determined that it is in the best interest of the Company that the bylaws of the Company be amended as presented in these resolutions.

**NOW, THEREFORE**, the Board of Directors of the Company hereby resolve as follows:

**RESOLVED**, that the amendment to the bylaws of the Company proposed in these resolutions is hereby adopted in its entirety.

**FURTHER RESOLVED**, that the officers of the Company are hereby authorized to take any and all steps necessary to implement the amendment to the bylaws of the

Company and to evidence these amendment to the bylaws of the Company in the records of the Company.

**PASSED, ADOPTED AND APPROVED ON THE \_\_\_\_\_ DAY OF JUNE, 2020.**

**495 MAIN CORPORATION**

\_\_\_\_\_  
Scott D. Adams, President

ATTEST:

\_\_\_\_\_  
Gary Ameling, Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
Date

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF 495 MAIN CORPORATION, A NEVADA NONPROFIT CORPORATION (THE “COMPANY”), AUTHORIZING THE AMENDMENT OF THE ARTICLES OF INCORPORATION OF COMPANY.**

**WHEREAS**, it has been presented to the Board of Directors of the Company that the Articles of Incorporation of the Company be amended to change the purposes of the Company.

**WHEREAS**, it has been proposed to the Board of Directors that the Articles of Incorporation of the Company be amended as follows:

Section 3.01 of Article III of the Articles of Incorporation of the Company to be deleted in its entirety and the following substituted in lieu thereof:

**ARTICLE III**

**PURPOSES AND POWERS**

3.01 Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 82 of the Nevada Revised Statutes and shall have all powers afforded by Chapter 82 of the Nevada Revised Statutes. Within the framework and limitations of the foregoing, the specific objectives and purposes of the Corporation shall be to engage in, advance, support, and promote the health and welfare of the City of Las Vegas and its citizens; including without limitation: (i) support economic recovery efforts for the City of Las Vegas and/or surrounding Clark County following a public emergency, public health crisis, or economic crisis; (ii) provide funding programs to support economic recovery efforts for the City of Las Vegas and/or surrounding Clark County; (iii) provide strategic guidance to economic recovery efforts for the City of Las Vegas and/or surrounding Clark County; and (iv) provide other direct and indirect services related to economic recovery efforts for the City of Las Vegas and/or surrounding Clark County. The Corporation is organized for one or more of the purposes as contemplated and specified in Sections 115, 170(c) and 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to the City of Las Vegas or a political subdivision thereof or to other organizations that qualify as exempt organizations under Sections 115, 170(c) and 501(c)(3) of the Internal Revenue Code.

**WHEREAS**, the Board of Directors have determined that it is in the best interest of the Company that Articles of Incorporation of the Company be amended as presented in these resolutions.

**NOW, THEREFORE**, the Board of Directors of the Company hereby resolve as follows:

**RESOLVED**, that the amendment to the Articles of Incorporation of the Company proposed in these resolutions is hereby adopted in its entirety.

**RESOLVED FURTHER**, that that the officers of the Company are hereby authorized and directed to take any and all steps necessary or appropriate to implement this Resolution, including, without limitation, executing and delivering, any related documents and instruments to the Nevada Secretary of State.

**PASSED, ADOPTED AND APPROVED ON THE \_\_\_\_\_ DAY OF JUNE, 2020.**

**495 MAIN CORPORATION**

\_\_\_\_\_  
Scott D. Adams, President

ATTEST:

\_\_\_\_\_  
Gary Ameling, Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
Date

**RESOLUTION AUTHORIZING THE AMENDMENT OF THE ARTICLES OF INCORPORATION OF 495 MAIN CORPORATION, A NEVADA NONPROFIT CORPORATION (THE “COMPANY”), BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE PURPOSE CHANGING THE NAME OF THE COMPANY**

**WHEREAS**, it has been presented to the Board of Directors of the Company that the name of the Company be changed for purposes of relating to the purpose of the Company.

**WHEREAS**, it has been proposed to the Board of Directors that the name of the Company be changed to **Las Vegas Economic Recovery Corporation**.

**NOW THEREFORE, BE IT RESOLVED**, that the name of the Company is hereby changed to **Las Vegas Economic Recovery Corporation**; and

**RESOLVED FURTHER**, that that the officers of the Company are hereby authorized and directed to take any and all steps necessary or appropriate to implement this Resolution, including, without limitation, executing and delivering, any related documents and instruments (i) to the Nevada Secretary of State and (ii) other appropriate entities, including, without limitation, financial and banking institutions, Internal Revenue Service and other necessary entities.

**PASSED, ADOPTED AND APPROVED ON THE \_\_\_\_\_ DAY OF JUNE, 2020.**

**495 MAIN CORPORATION**

\_\_\_\_\_  
Scott D. Adams, President

ATTEST:

\_\_\_\_\_  
Gary Ameling, Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
Date



**Economic & Urban Development Department  
 Budget – Fiscal Year 2020-2021 Operating Budget**

ACCOUNT	FY21 BUDGET
510700 Auditing & Accounting	2,000
560100 Dues & Subscriptions	200
570300 Premiums Paid	700
Non Discretionary Expense	0
Discretionary Expense	2,900
<b>Other Expense</b>	<b>2,900</b>
<i>% of Budget</i>	
<b>Net (Income)/Loss</b>	<b>2,900</b>