Study Hub Incorporated Board Meeting
City Hall, 495 S. Main St.
Council Chambers
City of Las Vegas Internet Address: www.lasvegasnevada.gov

MINUTES
March 30, 2021
4:00 PM

1. **Call to Order and Roll Call**

   Minutes:
   DIRECTOR CERVANTES called the meeting to order at 4:00 p.m.

   PRESENT: DIRECTORS CERVANTES, AMELING and PERRIGO

   ALSO PRESENT: BILL ARENT, Vice President and Chief Operating Officer, NICK NIARCHOS, Special Counsel, and JACQUIE MILLER, Sr. Deputy City Clerk

2. **Announcement Regarding: Compliance with Open Meeting Law**

   Minutes:
   ANNOUNCEMENT MADE: 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 and The Nevada Public Notice Website – notice.nv.gov.

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.

   Minutes:
   None.

4. For possible action to approve the Final Minutes of the Regular Meeting of January 27, 2021

   Motion made by Gary Ameling to Approve

   NOTE: The video does not reflect the vote accurately, in that subsequent to hearing Item 5, Director Perrigo stated that he did not vote as he was not present at the January 27, 2021 meeting.

   Passed For: 2; Against: 0; Abstain: 1; Did Not Vote: 0; Excused: 0

   For-Jorge Cervantes, Gary Ameling; Abstain-Tom Perrigo;

5. Report by William Arent, Vice President/COO of Study Hub, Inc., regarding a list of assets owned by Study Hub, Inc.

   Minutes:
   BILL ARENT, Vice President and Chief Operating Officer, reported that the list of assets was included in the backup as Schedule 4 (under Item 6). He stated that the sole asset Study Hub, Inc. owns is APN (Assessor Parcel Number) 139-33-402-003, which is also known as 709 Shadow Lane. This is a .21-acre piece of property that houses a former credit union building, which is currently vacant.

6. Discussion for possible action to approve Resolutions regarding adoption of a plan of dissolution and liquidation of Study Hub, Inc., a Nevada nonprofit corporation

Minutes:
BILL ARENT, Vice President and Chief Operating Officer, reported that staff recommended a resolution adopting a plan of dissolution and liquidation of Study Hub, Inc., which would effectively dissolve the non-profit corporation, and the reason for doing this is to consolidate the asset into the City of Las Vegas as it is a property that is being planned in conjunction with other development by the City of Las Vegas in the Medical District. The Articles of Incorporation and the Bylaws account for upon dissolution, any assets owned at that time would transfer to the City of Las Vegas. MR. ARENT referred any technical questions to NICK NIARCHOS, Special Counsel.

DIRECTOR AMELING asked why “resolutions” was use instead of “resolution” regarding adopting the plan of dissolution, and MR. NIARCHOS explained that there are three resolutions within the overall resolutions adopting the plan and, effectively, three resolutions will be adopted related to the plan of dissolution. DIRECTOR AMELING asked if one of those was the assumption agreement, but MR. NIARCHOS replied that was a different item.

MR. ARENT understood that the document contained three statements, or resolutions, and asked if that meant the company was resolving three times within the one document, and MR. NIARCHOS confirmed there are three resolutions. He further explained that the first resolution adopts the plan of dissolution and the next one authorizes all of the actions necessary to complete the plan of dissolution including filing a statement with the Secretary of State, officially dissolving the corporation. DIRECTOR AMELING inquired if a separate motion was needed for each resolution, and MR. NIARCHOS replied that one motion would adopt the three resolutions at the same time.

Motion made by Gary Ameling to adopt the resolutions

Passed For: 3; Against: 0; Abstain: 0; Did Not Vote: 0; Excused: 0

For-Jorge Cervantes, Gary Ameling, Tom Perrigo;

7. Discussion for possible action to approve an assumption agreement with Las Vegas Medical District Corporation

Minutes:
BILL ARENT, Vice President and Chief Operating Officer, reported that this item is to approve an assumption agreement with Las Vegas Medical District Corporation, which would effectively be assuming all of the known and unknown liabilities of Study Hub, Inc. This is a technical requirement for dissolution and In the agreement, there are no known liabilities at this time and no negative impact for Las Vegas Medical District Corporation. Staff recommended approval. MR. ARENT referred any technical questions to NICK NIARCHOS, Special Counsel.

Motion made by Gary Ameling to Approve the agreement

Passed For: 3; Against: 0; Abstain: 0; Did Not Vote: 0; Excused: 0

For-Jorge Cervantes, Gary Ameling, Tom Perrigo;

8. **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.

Minutes:
None.

9. **Adjournment**

Minutes:
The meeting was adjourned at 4:08 p.m.

Respectfully submitted:

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Jacquie Miller, Sr. Deputy City Clerk

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Bill Arent, Vice President and Chief Operating Officer

THIS MEETING WAS 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
and
The Nevada Public Notice Website – notice.nv.gov